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Attorneys for Debtors
and Post-Effective Date Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
:
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
:
Debtors. : (Jointly Administered)
:
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**SUMMARY SHEET PURSUANT
TO UNITED STATES TRUSTEE GUIDELINES
FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

FIFTH INTERIM AND FINAL FEE APPLICATION

Name of Applicant:	Weil, Gotshal & Manges LLP											
Interim Time Period:	October 1, 2010 through and including March 29, 2011											
Total Time Period:	June 1, 2009 through and including March 29, 2011											
Role in the Case:	Attorneys for the Debtors											
Current Application:	<table><tr><td>Interim Fees Incurred:</td><td>\$9,208,788.00</td></tr><tr><td>Interim Expenses Incurred:</td><td>\$278,376.56</td></tr><tr><td> </td><td></td></tr><tr><td>Total Fees Incurred:</td><td>\$44,722,014.30</td></tr><tr><td>Total Expenses Incurred:</td><td>\$1,347,945.08</td></tr></table>		Interim Fees Incurred:	\$9,208,788.00	Interim Expenses Incurred:	\$278,376.56	 		Total Fees Incurred:	\$44,722,014.30	Total Expenses Incurred:	\$1,347,945.08
Interim Fees Incurred:	\$9,208,788.00											
Interim Expenses Incurred:	\$278,376.56											
Total Fees Incurred:	\$44,722,014.30											
Total Expenses Incurred:	\$1,347,945.08											

Prior Applications:	<p>First Interim Fee Application, filed January 13, 2010 (ECF No. 4803) for the period June 1, 2009 through and including September 30, 2009</p> <p>Total Fees & Expenses Requested: \$18,506,169.92 Total Fees & Expenses Allowed: \$18,236,706.92</p> <p>Second Interim Fee Application, filed March 17, 2010 (ECF No. 5295), for the period October 1, 2009 through and including January 31, 2010</p> <p>Total Fees & Expenses Requested: \$6,302,627.06 Total Fees & Expenses Allowed: \$6,181,559.86</p> <p>Third Interim Fee Application, filed August 5, 2010 (ECF No. 6554), for the period February 1, 2010 through and including May 31, 2010</p> <p>Total Fees & Expenses Requested: \$5,457,612.27 Total Fees & Expenses Allowed: \$5,295,560.34</p> <p>Fourth Interim Fee Application, filed November 15, 2010 (ECF No. 7762), for the period June 1, 2010 through and including September 30, 2010</p> <p>Total Fees & Expenses Requested: \$7,036,238.66 Total Fees & Expenses Allowed: \$6,994,967.70</p>
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**SUMMARY OF SERVICES RENDERED BY WEIL, GOTSHAL &
MANGES LLP FOR THE FIFTH INTERIM COMPENSATION PERIOD
OF OCTOBER 1, 2010 THROUGH MARCH 29, 2011 AND THE TOTAL
COMPENSATION PERIOD OF JUNE 1, 2009 THROUGH MARCH 29, 2011**

NAME OF PROFESSIONAL PERSON PARTNERS & COUNSEL:	DEPARTMENT AND YEAR ADMITTED ¹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Buessemaker, Arnold (Muich Office)	CORP 1999	\$710.00	.30	\$213.00	.30	\$213.00
Miller, Harvey R.	BFR 1958	\$960.00 - \$990.00	16.20	\$16,038.00	671.20	\$641,386.00
Warren, Irwin H.	LR 1975	\$950.00 - \$990.00	18.90	\$18,711.00	557.20	\$531,976.00
Waksman, Ted S.	CORP 1974	\$925.00 - \$990.00	.30	\$297.00	182.40	\$168,798.00
Comet, Howard B.	LR 1976	\$865.00	8.50	\$7,352.50	8.50	\$7,352.50
Kam, Michael K.	TAX 1987	\$875.00-\$900.00	4.90	\$4,410.00	95.20	\$84,082.50
Goldring, Stuart J.	TAX 1984	\$900.00 - \$990.00	65.50	\$64,845.00	373.10	\$350,406.00
Dicker, Howard B.	CORP 1990	\$850.00 - \$925.00	.20	\$185.00	6.40	\$5,552.50
Albanese, Anthony J.	LR 1997	\$760.00 - \$820.00	30.60	\$25,092.00	125.00	\$98,024.00
Berkovich, Ronit J.	BFR 2002	\$725.00	7.60	\$3,915.00	125.30	\$87,036.25
Druon, Philippe (Paris Office)	BFR 1996	\$910.00 - \$945.00	19.50	\$18,427.50	438.90	\$412,366.50
Berz, David R.	LR 1973	\$860.00 - \$900.00	884.20	\$795,780.00	3,679.50	\$3,252,610.00
Guy, Ray T.	LR 1976	\$850.00 - \$885.00	.50	\$442.50	283.70	\$241,075.75
Dixon, Catherine T.	CORP 1982	\$950.00 - \$990.00	2.80	\$2,772.00	43.20	\$42,244.00
Karotkin, Stephen	BFR 1977	\$950.00 - \$990.00	358.10	\$351,153.00	1,771.70	\$1,688,069.50

¹ BFR- Business Finance & Restructuring, CORP – Corporate, LR – Litigation/Regulatory, TAX – Tax, S – Securitisation, LS – Litigation Support, * Not yet admitted to the bar.

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Gietz, Raymond O.	CORP 1982	\$900.00 - \$990.00	128.90	\$127,611.00	575.80	\$535,612.50
Nave, Douglas A.(London Office)	LR 1985	\$1,000.00	0.00	\$0.00	20.20	\$20,200.00
Beagles, Vance L.	LR 1993	\$790.00 - \$885.00	228.20	\$180,534.25	747.80	\$592,552.00
Smolinsky, Joseph H.	BFR 1989	\$825.00 - \$900.00	610.70	\$541,395.00	2,470.80	\$2,127,911.25
Osterman, Jeffrey D.	CORP 1996	\$790.00 - \$845.00	0.00	\$0.00	143.50	\$114,289.00
Zambrano, Angela C.	LR 1997	\$725.00 - \$780.00	249.80	\$189,111.00	626.80	\$475,720.50
Baer, Lawrence J. (Counsel)	LR 1984	\$700.00 - \$720.00	.50	\$360.00	136.70	\$96,124.00
Meises, Michele J. (Counsel)	BFR 1992	\$650.00 - \$700.00	1,062.50	\$731,710.00	3,620.40	\$2,452,665.00
McCaffrey, Carlyn S.	T&E 1974	\$950.00	9.70	\$9,215.00	16.40	\$15,580.00
Radin, Stephen A.	LR 1984	\$950.00	5.20	\$4,940.00	5.20	\$4,940.00
Lefkowitz, David S.	CORP 1987	\$950.00 - \$990.00	2.50	\$2,475.00	102.30	\$99,269.00
Tsekerides, Theodore E.	LR 1994	\$740.00	4.90	\$3,626.00	4.90	\$3,626.00
Shim, Soo-Jin	CORP 1988	\$725.00 - \$780.00	4.00	\$3,120.00	388.50	\$281,910.00
Hird, David B.	LR 1977	\$790.00 - \$845.00	124.20	\$102,963.25	396.80	\$327,760.75
O'Loughlin, Jr., John B. (counsel)	LR 1996	\$650.00 - \$700.00	10.10	\$7,070.00	58.10	\$38,675.00
Hartmann, Michelle L.	LR 2001	\$695.00	89.60	\$64,960.00	89.60	\$64,960.00
Hull, Gregory D.	LR 1973	\$670.00 - \$700.00	62.30	\$43,610.00	85.30	\$59,704.00
Baudry d'Asson (de), Arthur (Paris Office)	CORP 1996	\$945.00	2.50	\$2,362.50	9.00	\$8,505.00
Jacoby, Mark A.	LR 1966	\$825.00	0.00	\$0.00	3.70	\$3,052.50
Gold, Simeon	CORP 1974	\$925.00	0.00	\$0.00	4.50	\$4,162.50
Messineo, Robert L.	CORP 1979	\$925.00	0.00	\$0.00	9.7	\$8,972.50

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Epstein, Michael A.	CORP 1980	\$950.00	0.00	\$0.00	16.70	\$15,865.00
Buhle, Warren T.	CORP 1977	\$900.00	0.00	\$0.00	1.80	\$1,620.00
Krasnow, Richard P.	BFR 1972	\$950.00 - \$950.00	0.00	\$0.00	0.70	\$681.00
Mette, Daniel J.	CORP 1984	\$825.00	0.00	\$0.00	32.90	\$27,142.50
Bloch, Matthew	CORP 1986	\$850.00	0.00	\$0.00	1.30	\$1,105.00
Zylberberg, Samuel M.	CORP 1988	\$790.00	0.00	\$0.00	3.80	\$3,002.00
Nocco, Frank P.	CORP 1989	\$875.00	0.00	\$0.00	0.50	\$437.50
Chivers, Corey	CORP 1992	\$850.00 - \$900.00	0.00	\$0.00	3.50	\$3,005.00
Horton, Jr., William H.	TAX 1977	\$825.00	0.00	\$0.00	1.60	\$1,320.00
Zalenski, Walter E.	LR 1985	\$790.00	0.00	\$0.00	12.00	\$9,480.00
Bahlke, Conrad G.	CORP 1985	\$790.00	0.00	\$0.00	26.90	\$21,251.00
Blanchard, Kimberly S.	TAX 1982	\$900.00 - \$950.00	0.00	\$0.00	137.70	\$124,685.00
Landau, Malcolm E.	COPR 1984	\$790.00 - \$845.00	0.00	\$0.00	12.30	\$9,739.00
Miller, Rodney D.	CORP 1993	\$810.00	0.00	\$0.00	0.30	\$243.00
Dedyo, John J.	CORP 1989	\$850.00 - \$900.00	0.00	\$0.00	21.20	\$18,030.00
Lemons, Robert J.	BFR 2001	\$725.00	0.00	\$0.00	192.60	\$139,635.00
Ramsay, Stanley	TAX 2001	\$700.00	0.00	\$0.00	1.00	\$700.00
Pappas, Nicholas J.	LR 2989	\$845.00	0.00	\$0.00	1.0	\$845.00
Neuwirth, John A.	LR 1997	\$760.00 - \$820.00	0.00	\$0.00	280.50	\$213,276.00
Millstein, Ira M.	CORP 1949	\$950.00	0.00	\$0.00	7.00	\$6,650.00
Tanenbaum, Jeffrey L.	BFR 1977	\$950.00	0.00	\$0.00	228.00	\$216,600.00

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Chatzinoff, Howard	CORP 1978	\$950.00	0.00	\$0.00	6.60	\$6,270.00
Odoner, Ellen	CORP 1978	\$990.00	0.00	\$0.00	2.50	\$2,475.00
Green, Frederick S.	CORP 1980	\$950.00	0.00	\$0.00	0.80	\$760.00
Danilow, Greg A.	LR 1975	\$950.00	0.00	\$0.00	2.10	\$1,995.00
Arvin, Maskin	LR 1978	\$925.00 - \$990.00	0.00	\$0.00	15.30	\$14,627.00
Do, Danielle D.	CORP 2000	\$725.00	0.00	\$0.00	37.40	\$27,115.00
Gregory, Holly J.	CORP 1987	\$810.00 - \$885.00	0.00	\$0.00	30.20	\$25,729.50
Reid, Penny P.	LR 1989	\$850.00	0.00	\$0.00	42.30	\$35,955.00
Chandler, Todd R.	CORP 1993	\$790.00 - \$845.00	0.00	\$0.00	54.30	\$42,974.00
Ginsburg, Richard A.	CORP 1994	\$790.00	0.00	\$0.00	193.70	\$153,023.00
Kirschner, Elyse G.	T&E 1994	\$740.00	0.00	\$0.00	1.30	\$962.00
Bale, Morgan	CORP 1995	\$760.00	0.00	\$0.00	0.90	\$684.00
Bernstein, Andrea	CORP 1978	\$860.00	0.00	\$0.00	24.50	\$21,070.00
Marks, Benjamin E.	LR 1998	\$725.00	0.00	\$0.00	2.90	\$2,102.50
Peck, Steven M.	CORP 1987	\$790.00	0.00	\$0.00	23.70	\$18,723.00
Sullivan, Kevin J.	CORP 1996	\$725.00	0.00	\$0.00	0.30	\$217.50
Bower, David I.	TAX 1979	\$790.00 - \$845.00	0.00	\$0.00	9.20	\$7,554.00
Himelfarb, P. J.	CORP 1991	\$725.00 - \$780.00	0.00	\$0.00	1.10	\$825.00
Connolly, Annemargaret	CORP 1988	\$790.00 - \$845.00	0.00	\$0.00	49.30	\$39,277.00
Strochak, Adam P.	BFR 1993	\$790.00	0.00	\$0.00	0.50	\$395.00
Bernstein, Steven K.	LR 1991	\$865.00	0.00	\$0.00	27.00	\$23,355.00

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Azcu-Diaz, Beatriz	CORP 1994	\$725.00	0.00	\$0.00	147.00	\$106,575.00
Youngman, Stephen A.	BFR 1985	\$845.00	0.00	\$0.00	0.40	\$338.00
Ballack, Karen N.	CORP 1987	\$810.00	0.00	\$0.00	3.00	\$2,430.00
Adas, Craig W.	CORP 1991	\$900.00	0.00	\$0.00	8.00	\$7,200.00
Cox, Christopher	LR 1990	\$845.00	0.00	\$0.00	3.30	\$2,788.50
Druke, Heiner (Frankfurt Office)	TAX 1990	\$745.00	0.00	\$0.00	5.10	\$3,799.50
Boerst, Juergen (Frankfurst Office)	CORP 1991	\$745.00 - \$805.00	0.00	\$0.00	230.60	\$182,009.00
Grauke, Britta (Frankfurt Office)	LR 1988	\$835.00	0.00	\$0.00	9.20	\$7,682.00
Grauke, Stephan K.(Frankfurst Office)	CORP 1991	\$805.00 - \$835.00	0.00	\$0.00	68.90	\$55,515.50
Francies, Mike (London Office)	CORP 1981	\$1,000.00	0.00	\$0.00	32.80	\$32,800.00
Fishley, Barry (London Office)	CORP 1990	\$930.00	0.00	\$0.00	3.20	\$2,976.00
Priestley, Sarah (London Office)	TAX 1994	\$1,000.00	0.00	\$0.00	0.50	\$500.00
Etherton, Joanne (London Office)	TAX 1990	\$930.00 - \$990.00	0.00	\$0.00	1.50	\$1,419.00
Cole, James (London Office)	CORP 1994	\$970.00 - \$1,000.00	0.00	\$0.00	19.00	\$18,505.00
Kelly, Jacky (London Office)	S 1991	\$1,000.00	0.00	\$0.00	3.70	\$3,700.00
Norwood, Andrew N.(London Office)	S 1986	\$1,000.00	0.00	\$0.00	3.60	\$3,600.00
Schmidt, Gerhard (Munich Office)	CORP 1986	\$1000.00	0.00	\$0.00	3.50	\$3,500.00
Daudier de Cassini, Jean-Dominique	BFR 1992	\$945.00	0.00	\$0.00	1.80	\$1,701.00
Ferla, Romain (Paris Office)	LR 1999	\$725.00	0.00	\$0.00	6.00	\$4,350.00
Zawadowski, Artur (Warsaw Office)	CORP 1997	\$645.00 - \$695.00	0.00	\$0.00	11.70	\$7,856.50

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Dederick, David S. (Budapest Office)	CORP 1988	\$515.00	0.00	\$0.00	7.50	\$3,862.50
Zak, Lukasz (Counsel) (Warsaw Office)	LR 2003	\$490.00	0.00	\$0.00	8.10	\$3,969.00
Asofsky, Paul (Counsel)	TAX 1966	\$925.00	0.00	\$0.00	0.40	\$370.00
Sipple, John M. (Counsel)	LR 1980	\$740.00 - \$775.00	0.00	\$0.00	48.00	\$35,558.50
Tarbert, Heath (Counsel)	CORP 2003	\$700.00	0.00	\$0.00	0.70	\$490.00
Bronson, Ardith (Counsel)	LR 2000	\$650.00	0.00	\$0.00	73.20	\$47,580.00
O'Toole, Jr., Patrick J. (Counsel)	LR 1991	\$650.00	0.00	\$0.00	0.70	\$455.00
Margolis, Steven M. (Counsel)	TAX 1990	\$700.00	0.00	\$0.00	1.00	\$700.00
Whittaker, Donald R. (Counsel)	CORP 1983	\$670.00	0.00	\$0.00	2.20	\$1,474.00
Ferrillo, Paul A. (Counsel)	LR 1989	\$700.00	0.00	\$0.00	158.70	\$111,090.00
Burshtine, Ram	CORP 2002	\$700.00	0.00	\$0.00	5.50	\$3,850.00
Feltham, Timothy S.	TAX 1989	\$720.00	0.00	\$0.00	1.00	\$720.00
Waldbaum, Brian A. (Counsel)	CORP 1999	\$650.00	0.00	\$0.00	29.50	\$19,175.00
Total Partners and Counsel			4,013.70	\$3,324,696.50	20,286.10	\$16,867,323.50

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Smith, Leslie S.	CORP	1995	\$640.00 - \$695.00	223.90	\$155,610.50	960.70
Gold, Emily L.	CORP	2006	\$630.00	6.70	\$4,221.00	6.70
Heyliger, Adelaja	CORP	1998	\$580.00 - \$665.00	.60	\$399.00	118.80
Dummer, David W.	LR	1999	\$640.00 - \$695.00	56.30	\$39,128.50	565.80
Shiffman, Jonathan	LR	2000	\$640.00 - \$695.00	3.20	\$2,224.00	267.70
Spizzichino, Lionel (Paris Office)	BFR	2000	\$690.00 - \$700.00	8.10	\$5,589.00	372.10
Eckols, Erin D.	LR	2003	\$580.00 - \$665.00	0.00	\$0.00	139.80
Mapes, Justin G.	CORP	2003	\$580.00 - \$685.00	80.30	\$55,005.50	500.80
Allen, Margaret H.	LR	2004	\$540.00 - \$665.00	737.40	\$471,861.25	1,612.60
Goodman, Max A.	TAX	2004	\$580.00 - \$685.00	72.60	\$49,137.00	526.20
Morrissy, Stuart	CORP	2001	\$695.00	1.20	\$834.00	1.20
Lederman, Evan S.	BFR	2005	\$500.00 - \$595.00	288.30	\$166,629.75	2,787.20
Christensen, Evert J.	LR	2007	\$415.00 - \$515.00	0.00	\$0.00	471.60
Decker, Sarah M.	LR	2007	\$465.00 - \$595.00	523.40	\$304,376.00	931.60
O'Connor, John T.	LR	2007	\$415.00 - \$550.00	21.40	\$11,038.50	478.20
Wine, Jennifer L.	LR	2007	\$465.00 - \$595.00	314.20	\$179,018.50	683.90

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Benfield, Brianna N.	LR	2008	\$355.00 - \$515.00	549.30	\$263,740.75	2,112.30
Burns, Gregory C.	TAX	2008	\$465.00 - \$595.00	37.60	\$21,863.50	379.80
Laken, Lacey	BFR	2008	\$415.00 - \$550.00	365.50	\$192,044.50	1,953.80
Pae, Joonbeom	TAX	2008	\$415.00 - \$550.00	17.70	\$9,150.50	486.00
Pruzansky, Jason	LR	2008	\$415.00 - \$515.00	0.00	\$0.00	176.00
Arons, Andrew	CORP	2009	\$335.00 - \$550.00	155.30	\$77,159.50	1,048.00
Liroff, Alexander R.	CORP	2009	\$395.00	0.00	\$0.00	19.60
Falabella, Pablo	BFR	2009	\$415.00 - \$550.00	903.70	\$481,031.50	3,473.90
Hatcher, R. Todd T.	TAX	2009	\$355.00 - \$455.00	0.00	\$0.00	185.20
Yates, Erin K.	LR	2009	\$355.00 - \$455.00	3.30	\$1,501.50	282.00
Vermynck, Alexandre (Paris Office)	LR	2009	\$275.00	0.00	\$0.00	23.00
Berkovich, Ronit	BFR	2002	\$630.00	0.00	\$0.00	1,052.30
Brooks, Russell	BFR	2010	\$355.00 - \$455.00	316.10	\$139,753.25	3,092.60
Rosen, Chelsea	BFR	2010	\$395.00	20.40	\$8,058.00	338.90
Law, Erin J.	LR	2000	\$640.00 - \$695.00	141.10	\$98,064.50	355.40
Griffiths, David N.	BFR	2007	\$515.00 - \$550.00	366.70	\$198,578.50	567.40
Byeff, David P.	LR	2009	\$455.00 - \$515.00	156.10	\$77,037.50	271.50
Morton, Matthew D.	LR	2001	\$580.00 - \$685.00	445.60	\$302,832.00	1,606.20
Petherbridge, Vaughan	CORP	2001	\$580.00 - \$685.00	176.40	\$119,886.00	525.20
Goslin, Thomas D.	LR	2003	\$500.00 - \$630.00	828.90	\$510,846.00	2,236.80
						\$1,281,220.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Noury, Anne-Sophie (Paris Office)	BFR	2006	\$525.00 - \$615.00	20.60	\$12,669.00	230.30
Obaro, Bambo	LR	2009	\$395.00	61.60	\$25,052.00	177.10
Tran, Hongan N.	LR	2009	\$395.00 - \$455.00	153.60	\$61,638.00	363.80
Ligon, John C.	LR	2009	\$395.00	88.70	\$35,036.50	88.70
DeRousselle, Paul T.	LR	2010	\$395.00	27.90	\$11,020.50	27.90
Klein, Daniel S.	LR	2009	\$465.00 - \$515.00	35.00	\$18,025.00	178.10
Bremer, Carmen E.	LF	2003	\$580.00 - \$685.00	25.10	\$17,041.50	100.40
Hartmann, Michelle L.	LR	2001	\$695.00	44.30	\$30,788.50	181.30
Hueske, Will A.	BFR	2010	\$395.00	47.40	\$18,723.00	47.40
Arnedo, Cariza D.	LR	2009	\$395.00	8.70	\$3,436.50	8.70
Wright, Miles J.	LR	2004	\$630.00	2.20	\$1,386.00	6.70
Mullen, Richard	BFR	2010	\$395.00	108.60	\$42,442.75	108.60
Wu, Edward	BFR	2009	\$395.00 - \$455.00	759.20	\$320,951.50	789.70
Neely, Christopher M.	LR	2009	\$515.00 - \$550.00	508.20	\$270,497.50	859.80
Hoehne, Debora	BFR	2008	\$550.00	1.20	\$660.00	1.20
Parker, Christopher M.	T&E	1996	\$695.00	33.70	\$23,421.50	92.80
Chow, Bernice	CORP	2009	\$465.00 - \$595.00	8.50	\$5,057.50	326.00
Shen, Shu-Ping	TAX	2009	\$550.00	19.40	\$10,670.00	19.40
Vron, Victoria	BFR	2004	\$540.00 - \$665.00	1.50	\$997.50	99.80
Tseng, Conray C.	BFR	2007	\$595.00	238.00	\$141,610.00	238.00
Schmidt, Stefanie K.	BFR	2008	\$415.00 - \$550.00	5.40	\$2,970.00	19.90

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Reicher, Aliza	BFR	2008	\$550.00	242.30	\$132,852.50	242.30
Morgan, Garbiel A.	BFR	2009	\$515.00	120.10	\$61,851.50	120.10
York, Bryant S.	LR	2006	\$630.00	57.10	\$35,973.00	57.10
Cutting, Dionne	CORP	2009	\$415.00 - \$515.00	26.00	\$13,390.00	181.80
Godhard, Peter	CORP	2009	\$465.00 - \$595.00	3.00	\$1,785.00	239.30
Butenas, John	CORP	1991	\$600.00 - \$695.00	23.00	\$15,985.00	71.80
Williams, Olanrewaju A.	CORP	2007	\$465.00	0.00	\$0.00	5.50
Biernacki, Jakub	CORP	2008	\$415.00 - \$515.00	0.00	\$0.00	49.70
Brondar, Vigdis	CORP	2008	\$415.00 - \$515.00	0.00	\$0.00	104.00
Kalayoglu, Sinan	CORP	2008	\$415.00	0.00	\$0.00	79.40
Offir, Itay	CORP	2008	\$415.00	0.00	\$0.00	51.50
Meyrowitz, Melissa	CORP	1999	\$640.00	0.00	\$0.00	10.40
Yuan, Jie	CORP	2007	\$465.00	0.00	\$0.00	2.30
Fennell, Gregory	CORP	2004	\$540.00	0.00	\$0.00	3.10
Woodworth, Andrew J.	CORP	2005	\$540.00	0.00	\$0.00	27.60
Pierce, Nathan M.	BFR	2007	\$415.00	0.00	\$0.00	576.40
Kim, Hyun K.	CORP	2005	\$540.00 - \$630.00	0.00	\$0.00	24.20
Martialay, Elizabeth A.	CORP	1996	\$580.00	0.00	\$0.00	12.20
DeGeest, Oliver	CORP	2010	\$550.00	0.00	\$0.00	11.80
Spanierman, Brooke	CORP	1988	\$540.00	0.00	\$0.00	4.90
Adamich, JoLee	CORP	1998	\$580.00	0.00	\$0.00	125.60
						\$72,848.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours	
ASSOCIATES::							
Konig, Robert	CORP	2004	\$500.00	0.00	\$0.00	30.80	\$15,400.00
Cheng, Jennifer	CORP	2009	\$415.00	0.00	\$0.00	1.30	\$539.50
Hawkins, Eric C.	LR	2008	\$415.00	0.00	\$0.00	0.90	\$373.50
Horwitz, Maurice	BFR	2008	\$415.00	0.00	\$0.00	0.10	\$41.50
Gelfand, Joshua S.	TAX	2007	\$355.00	0.00	\$0.00	2.50	\$887.50
Burshtine, Ram	CORP	2002	\$640.00	0.00	\$0.00	444.60	\$284,544.00
Hahn, Arlene A.	CORP	2002	\$640.00 - \$695.00	0.00	\$0.00	164.80	\$105,906.50
Gandhi, Ashish D.	LR	2002	\$630.00	0.00	\$0.00	273.60	\$172,368.00
Nagar, Roshelle A.	CORP	1989	\$640.00	0.00	\$0.00	27.60	\$17,664.00
Malloy, Lavell	LR	2002	\$610.00	0.00	\$0.00	22.90	\$13,969.00
Platkov, Margarita	LR	2001	\$580.00	0.00	\$0.00	29.80	\$17,284.00
Heller, Amy E.	T&E	2002	\$610.00 - \$685.00	0.00	\$0.00	1.20	\$769.50
Woller, Scott D.	LR	2005	\$540.00	0.00	\$0.00	58.90	\$31,806.00
Wagener, Jackson P.	LR	2007	\$500.00	0.00	\$0.00	135.40	\$67,700.00
Rosen, Marc B.	CORP	2007	\$465.00 - \$550.00	0.00	\$0.00	118.50	\$56,088.50
Stein, Steven B.	CORP	2008	\$415.00	0.00	\$0.00	7.90	\$3,278.50
Hines, Nichole	LR	2008	\$415.00 - \$515.00	0.00	\$0.00	188.60	\$78,329.00
Perry, Adrian	CORP	2009	\$355.00	0.00	\$0.00	20.80	\$7,384.00
Quinn, Georgia D.	CORP	2008	\$415.00	0.00	\$0.00	85.50	\$35,482.50
Bergman, Matthew D.	CORP	2009	\$355.00	0.00	\$0.00	330.50	\$117,327.50
Cohen, David A.	CORP	2009	\$355.00	0.00	\$0.00	3.80	\$1,349.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Depowski, Kristen Leigh	CORP	2009	\$355.00	13.20	\$6,798.00	45.90
Esposito, Michael J.	CORP	2010	\$355.00 - \$455.00	0.00	\$0.00	70.00
Fasbender, Jordan Rachel	CORP	2009	\$355.00	0.00	\$0.00	12.80
Feit, Adam J.	CORP	2008	\$355.00	0.00	\$0.00	5.00
Yunis, Benjamin H.	LR	2009	\$415.00	0.00	\$0.00	80.00
Haberman, Noam I.	CORP	2009	\$355.00	0.00	\$0.00	6.60
Lennox, Maria N.	CORP	2008	\$455.00	0.00	\$0.00	0.90
Kulawik, Tomasz	CORP	2006	\$355.00 - \$455.00	0.00	\$0.00	107.30
Luise, Christopher T.	LR	2009	\$355.00	0.00	\$0.00	117.50
Pendleton, Megan	CORP	2009	\$355.00	0.00	\$0.00	98.30
Sapp, Jennifer	BFR	2009	\$355.00	0.00	\$0.00	0.20
Schermerhorn, Peter	CORP	2009	\$355.00	0.00	\$0.00	1.10
Yung, Kevin	CORP	2009	\$355.00	0.00	\$0.00	58.40
Herman, Michelle F.	CORP	2004	\$580.00	0.00	\$0.00	34.20
Seltzer, Steven	CORP	2006	\$465.00	0.00	\$0.00	50.50
Duffo Weinstock, David	CORP	2008	\$415.00	0.00	\$0.00	50.70
Weitzner, Stephanie L.	LR	2009	\$415.00	0.00	\$0.00	1.00
Van Deurzen, Josh	CORP	2009	\$355.00 - \$455.00	0.00	\$0.00	279.20
Rana, Faraz	CORP	2009	\$415.00	0.00	\$0.00	93.80
Hoelzer, Lauren	LR	2006	\$465.00	0.00	\$0.00	3.70
Reyes, Gabriel	TAX	2009	\$355.00	0.00	\$0.00	0.20

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Speiser, Matthew M.	CORP	2009	\$355.00	0.00	\$0.00	46.00
Trivedi, Sujan H.	LR	2008	\$465.00	0.00	\$0.00	99.40
Blevin, John W.	CORP	2005	\$630.00	0.00	\$0.00	19.60
Seales, Jannelle M.	CORP	2009	\$415.00	0.00	\$0.00	5.50
Peterman, N. Damali	CORP	2009	\$355.00	0.00	\$0.00	8.80
Firestone, Michael	LR	2004	\$580.00	0.00	\$0.00	17.30
Lichter, Jason	LR	2005	\$540.00	0.00	\$0.00	25.90
Tran, Diem	LR	2007	\$465.00	0.00	\$0.00	126.40
Jarmer, Christine T.	CORP	1999	\$630.00	0.00	\$0.00	52.30
Magno, Georgia	LR	2006	\$540.00	0.00	\$0.00	131.30
Pais, Harsh	CORP	2007	\$465.00	0.00	\$0.00	498.50
Ross, Jessica S.	CORP	2008	\$415.00	0.00	\$0.00	3.00
Silbert, Gregory S.	LR	2000	\$695.00	0.00	\$0.00	0.10
Iliescu, Amir	CORP	2001	\$580.00	0.00	\$0.00	3.10
Rosenthal, Danielle	LR	2006	\$500.00	0.00	\$0.00	13.30
Perheentupa, Ilkka I.	CORP	2001	\$580.00-\$665.00	0.00	\$0.00	68.40
Imam, Anwar	LR	2005	\$500.00	0.00	\$0.00	44.30
Westerman, Gavin	CORP	2004	\$580.00	0.00	\$0.00	31.50
Goodman, Benjamin A.	CORP	2001	\$630.00	0.00	\$0.00	3.80
Chandis, Vanessa	LR	2006	\$465.00	0.00	\$0.00	108.50
Breidenbach, Michael	TAX	2005	\$500.00	0.00	\$0.00	34.30
						\$17,150.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Amsel, Joshua Sanders	LR	2001	\$640.00 - \$695.00	0.00	\$0.00	439.40
Cooper, Bethany J.	CORP	1999	\$640.00	0.00	\$0.00	7.00
Delaney, Edwin M.	LR	2004	\$540.00	0.00	\$0.00	66.60
Oken, Rima J.	LR	2003	\$610.00	0.00	\$0.00	29.50
Solow, Heather R.	LR	2004	\$580.00	0.00	\$0.00	33.20
Davis, Amanda L.	LR	2003	\$580.00	0.00	\$0.00	18.80
Spencer, Danitra T.	LR	2006	\$540.00	0.00	\$0.00	51.60
Protzmann, Laura J.	LR	2005	\$540.00	0.00	\$0.00	20.40
Morneau, Jeff M.	CORP	2005	\$540.00 - \$630.00	0.00	\$0.00	300.90
Grapsas, Rebecca	CORP	2005	\$540.00	0.00	\$0.00	0.20
Meade, Kevin F.	LR	2005	\$540.00	0.00	\$0.00	15.30
Majid, Saima	BFR	2006	\$500.00	0.00	\$0.00	2.50
Ng, Alexander W.	LR	2006	\$500.00	0.00	\$0.00	48.20
Jaclyn, Elisa	LR	2007	\$465.00	0.00	\$0.00	108.50
Coelho, Sara	BFR	2008	\$465.00 - \$550.00	0.00	\$0.00	1.40
Compagna, Brian	LR	2006	\$465.00	0.00	\$0.00	88.40
Grabill, Jeremy T.	LR	2007	\$465.00 - \$550.00	0.00	\$0.00	129.70
Pancholy, Ritu	LR	2007	\$465.00	0.00	\$0.00	91.20
Oliver, Jennifer M.	LR	2008	\$415.00	0.00	\$0.00	9.10
Davidson, Kasara E.	CORP	2008	\$415.00	0.00	\$0.00	113.30

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Forlenza, Justin	CORP	2008	\$415.00 - \$515.00	0.00	\$0.00	352.90
Freda, Lucia	LR	2008	\$415.00 - \$515.00	0.00	\$0.00	68.10
Khachaturian, S. Alex	LR	2009	\$415.00	0.00	\$0.00	12.70
Lee, June Kyung	LR	2008	\$415.00	0.00	\$0.00	12.40
Newell, Ariane	LR	2009	\$415.00	0.00	\$0.00	72.90
Pathmanaban, Giriraj	LR	2008	\$415.00	0.00	\$0.00	24.40
Behrens, Layne S.R.	LR	2008	\$415.00	0.00	\$0.00	41.80
Maczko, Vanessa L.	T&E	2009	\$455.00	0.00	\$0.00	3.90
Astorga, Patricia	LR	2009	\$355.00	0.00	\$0.00	84.20
Baudler, Matthew	LR	2009	\$355.00	0.00	\$0.00	112.40
Brown, David C.	LR	2009	\$355.00	0.00	\$0.00	5.80
Castellani, Anne K.	LR	2009	\$355.00	0.00	\$0.00	1.40
Chhean, Chhunny	LR	2009	\$355.00	0.00	\$0.00	18.90
Foley, Jared	LR	2009	\$355.00	0.00	\$0.00	103.70
Limmer, Sam	CORP	2009	\$395.00	0.00	\$0.00	12.20
Howatt, Matthew	LR	2009	\$355.00	0.00	\$0.00	45.70
James, Cheryl A.	LR	2009	\$355.00	0.00	\$0.00	26.10
Kendall, Consuelo A.	LR	2009	\$355.00	0.00	\$0.00	5.20
Levy, Zohar Rebecca	LR	2009	\$355.00	0.00	\$0.00	10.40
Lottmann, Annelies	LR	2009	\$355.00	0.00	\$0.00	14.90

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ASSOCIATES::						
Mayer, Stacey M.	LR	2009	\$355.00	0.00	\$0.00	15.60
Meshkov, David S.	BFR	2009	\$177.50 - \$355.00	0.00	\$0.00	440.80
Milligan, Peter M.	CORP	2010	\$395.00	0.00	\$0.00	4.80
Pearson, Tashanna B.	LR	2009	\$355.00	0.00	\$0.00	20.50
Radetsky, Alex	CORP	2009	\$355.00	0.00	\$0.00	10.80
Salcedo, Nadya	LR	2009	\$355.00	0.00	\$0.00	158.30
Spritz, Matthew M.	LR	2009	\$355.00	0.00	\$0.00	256.00
Turner, Kim P.	LR	2009	\$355.00	0.00	\$0.00	15.70
Veit, Cheri	LR	2009	\$355.00	0.00	\$0.00	92.50
Woodley, RaShawn	LR	2009	\$355.00	0.00	\$0.00	85.00
Bosshard-Blackey, Elizabeth	LR	2007	\$415.00	0.00	\$0.00	71.50
Chapman, Hillary G.	LR	2006	\$465.00	0.00	\$0.00	49.20
Landen, Ronald A.	CORP	2002	\$640.00 - \$695.00	0.00	\$0.00	78.50
McCaffrey, Meghan A	LR	2009	\$355.00	0.00	\$0.00	13.70
Taylor, Amber D.	LR	2005	\$500.00	0.00	\$0.00	64.70
Levine, Alexander	LR	2006	\$500.00	0.00	\$0.00	112.00
Bayles, Seth A.	LR	2006	\$500.00	0.00	\$0.00	224.40
Sadlak, Kristina A	LR	2006	\$465.00	0.00	\$0.00	16.40
Auchterlonie, Sarah J.	LR	2002	\$610.00 - \$685.00	0.00	\$0.00	85.10
Frontczak, Morgan F.	LR	2003	\$630.00	0.00	\$0.00	141.30
Kaplan, Jaime S.	LR	2006	\$500.00	0.00	\$0.00	100.10

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Kucerik, Brianne L.	LR	2007	\$465.00	0.00	\$0.00	6.30
Smith, Michael C	LR	2008	\$465.00	0.00	\$0.00	31.70
Baldwin, Kristin L.	LR	2007	\$465.00	0.00	\$0.00	23.60
Hren, Hielen	LR	2009	\$355.00	0.00	\$0.00	123.40
Razavilar, Pejman	CORP	2005	\$580.00	0.00	\$0.00	31.80
Comer, Samuel J.	CORP	2005	\$540.00	0.00	\$0.00	12.50
Lehson, Alexandra	CORP	2007	\$207.50 - \$415.00	0.00	\$0.00	149.70
Weinroth, Marc	LR	2007	\$415.00	0.00	\$0.00	9.60
Ostroff, Eric W.	LR	2005	\$540.00	0.00	\$0.00	63.50
Roesch, Robert C.	LR	2005	\$500.00	0.00	\$0.00	30.00
Parenti, Meredith	LR	1996	\$695.00	0.00	\$0.00	1.70
Gilbane, Eleanor H.	LR	2002	\$695.00	0.00	\$0.00	0.70
Nelsen, Jennifer M.	LR	2007	\$515.00	0.00	\$0.00	2.80
Carter, Starlett A.	CORP	2007	\$465.00	0.00	\$0.00	69.70
Crews, Kevin T.	CORP	2008	\$355.00	0.00	\$0.00	72.70
Obi, Emmanuel U.	CORP	2007	\$415.00	0.00	\$0.00	5.60
Thompson, Sunny J.	LR	2008	\$455.00	.30	\$154.50	1.60
Gail, David B.	CORP	2008	\$355.00	0.00	\$0.00	87.10
Jacobs, Barry A.	CORP	2005	\$270.00 - \$540.00	0.00	\$0.00	138.10
Stewart, Benjamin L.	LR	2004	\$500.00 - \$595.00	0.00	\$0.00	80.70
White, Richard L.	CORP	2007	\$415.00	0.00	\$0.00	110.70

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Evans, Christopher L.	LR	2009	\$355.00 - \$395.00	0.00	\$0.00	88.70
Blanchard, Aimee N.	LR	2005	\$250.00 - \$500.00	0.00	\$0.00	275.30
Pellafone, Ricardo P.	LR	2006	\$465.00	0.00	\$0.00	48.90
Perez, M. Angela	CORP	1989	\$475.00	0.00	\$0.00	0.70
Larson, Michelle V.	BFR	1996	\$695.00	0.00	\$0.00	0.90
Eng, Diana M.	LR	2004	\$685.00	.10	\$68.50	0.10
Seymour, Jennifer A.	CORP	2007	\$415.00	0.00	\$0.00	137.90
Meyer, Jill D.	CORP	2009	\$355.00	0.00	\$0.00	30.30
Burton, Casey A.	LR	2008	\$455.00	0.00	\$0.00	11.70
Yarnall, Jessica L.	LR	2008	\$415.00	0.00	\$0.00	32.20
Kotcher, Liani G.	LR	2004	\$315.00 - \$665.00	173.60	\$106,270.50	944.50
Han, Jin Woo	LR	2005	\$630.00	0.00	\$0.00	5.80
Ho, Jill Jane	LR	2005	\$630.00	0.00	\$0.00	0.50
Karl, Jeannie	CORP	2004	\$540.00	0.00	\$0.00	10.20
Maletic, Michael T.	LR	2005	\$500.00	0.00	\$0.00	35.60
Cohen, Harris	LR	2008	\$415.00	0.00	\$0.00	1.00
Powers, Dana K.	LR	2007	\$415.00	0.00	\$0.00	28.90
Tauser, Kian (Frankfurt Office)	TAX	2000	\$630.00	0.00	\$0.00	9.00
Schroeder, Friederike (Frankfurt Office)	CORP	2004	\$355.00 - \$400.00	0.00	\$0.00	99.60
Harmjanz, Jan D. (Frankfurt Office)	CORP	1999	\$520.00	0.00	\$0.00	2.00
Kohl, Michael (Frankfurt Office)	CORP	2002	\$585.00 - \$655.00	0.00	\$0.00	153.30
						\$94,679.00

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ASSOCIATES::						
Buchwaldt, Konrad Von (Frankfurt Office)	CORP	2000	\$485.00 - \$525.00	0.00	\$0.00	38.00
Neugebauer, Christian Timm (Frankfurt Office)	BFR	2004	\$510.00	0.00	\$0.00	0.60
Laengin, Kerstin (Frankfurt Office)	CORP	2005	\$485.00	0.00	\$0.00	1.50
Koch, Eberhard (Frankfurt Office)	LR	2007	\$400.00	0.00	\$0.00	20.40
Brück, Rolf (Frankfurt Office)	CORP	2009	\$350.00	0.00	\$0.00	18.20
Pfeiffer, Mareike (Frankfurt Office)	LR	2007	\$325.00	0.00	\$0.00	0.30
Empting, Tobias (Frankfurt Office)	CORP	2004	\$390.00 - \$420.00	0.00	\$0.00	71.70
Ruegenberg, Guido (Frankfurt Office)	CORP	2001	\$485.00 - \$525.00	0.00	\$0.00	12.80
Krausgrill, Björn (Frankfurt Office)	TAX	2003	\$390.00 - \$420.00	0.00	\$0.00	20.80
David, Jean-Christophe (Paris Office)	BFR	1992	\$650.00 - \$700.00	0.00	\$0.00	8.00
Fabre, Elodie (Paris Office)	BFR	2005	\$655.00	0.00	\$0.00	5.00
Fortin, Isabelle (Paris Office)	LR	1989	\$580.00 - \$630.00	0.00	\$0.00	28.40
Ghilini, Lelia (Paris Office)	CORP	2004	\$690.00	0.00	\$0.00	6.50
Vermeille, Sophie (Paris Office)	CORP	2006	\$485.00 - \$525.00	0.00	\$0.00	11.00
Haye, Pascaline (Paris Office)	BFR	2008	\$275.00 - \$315.00	0.00	\$0.00	72.00
Greifeneder, Stefanie (Munich Office)	LR	2004	\$470.00	0.00	\$0.00	10.30
Speake, Alicia L. (London Office)	CORP	2007	\$495.00 - \$595.00	0.00	\$0.00	20.40
O'Connell, Dean W. (London Office)	LR	2006	\$560.00	0.00	\$0.00	19.80

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Nerwal, Mavnick B. (London Office)	TAX	2008	\$440.00 - \$470.00	0.00	\$0.00	25.90
Walker, Oliver D. (London Office)	TAX	2004	\$715.00	0.00	\$0.00	3.30
Fassam, Jae (London Office)	TAX	2006	\$560.00 - \$660.00	0.00	\$0.00	2.70
Deshpande, Pia A. (London Office)	CORP	2003	\$765.00	0.00	\$0.00	0.50
Smith, Jeremy (London Office)	CORP	2008	\$440.00 - \$470.00	0.00	\$0.00	87.20
Jackson, Edward N. (London Office)	CORP	2003	\$720.00	0.00	\$0.00	5.80
White, Sean (London Office)	CORP	2006	\$620.00 - \$660.00	0.00	\$0.00	81.70
Pau, Lauren	CORP	2004	\$675.00	0.00	\$0.00	9.10
House, Maxine (London Office)	CORP	2009	\$280.00 - \$470.00	0.00	\$0.00	46.60
Bailhache, Geoffrey WJ. (London Office)	CORP	2005	\$620.00 - \$660.00	0.00	\$0.00	57.90
Fabre, Jerome (Paris Office)	LR	2002	\$650.00	0.00	\$0.00	6.80
Hewitt, Penelope (London Office)	CORP	2007	\$495.00 - \$530.00	0.00	\$0.00	88.10
Pyzik, Magdalena (Warsaw Office)	CORP	2009	\$335.00	0.00	\$0.00	1.00
Stappmanns, Markus Munich Office)	CORP	2009	\$335.00	.70	\$234.50	.70
Lánchidi, István (Budapest Office)	CORP	1998	\$430.00	0.00	\$0.00	9.00
Jojart, Biborka (Budapest Office)	CORP	2006	\$260.00	0.00	\$0.00	0.50
Total Associates:				9,679.50	\$5,376,077.75	49,411.20
						\$25,127,392.25

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
LAW CLERKS						
Friedman, Jill M	SA – N/A	\$250.00	0.00	\$0.00	32.50	\$8,125.00
Bryk, Jordan	SA – N/A	\$250.00	0.00	\$0.00	53.10	\$13,275.00
Diaz, Ondrej Staviscak	SA – N/A	\$250.00	0.00	\$0.00	114.40	\$28,600.00
Gordon, Arielle	SA – N/A	\$250.00	0.00	\$0.00	29.30	\$7,325.00
Harp, Katherine	SA – N/A	\$250.00	0.00	\$0.00	31.90	\$7,975.00
Jacobson, Daniel	SA – N/A	\$250.00	0.00	\$0.00	43.90	\$10,975.00
Jia, Joanna	SA – N/A	\$250.00	0.00	\$0.00	11.50	\$2,875.00
Kyriacou, Stephen	SA – N/A	\$250.00	0.00	\$0.00	15.20	\$3,800.00
Lavine, Adam	SA – N/A	\$250.00	0.00	\$0.00	107.90	\$26,975.00
Linden, Christopher G.	SA – N/A	\$250.00	0.00	\$0.00	184.90	\$46,225.00
Martin, Daniel J.	SA – N/A	\$250.00	0.00	\$0.00	28.20	\$7,050.00
Pedone, Joanne	SA – N/A	\$250.00	0.00	\$0.00	10.40	\$2,600.00
Pierson, Lauren	SA – N/A	\$250.00	0.00	\$0.00	37.70	\$9,425.00
Rosenstock, Marisa B.	SA – N/A	\$250.00	0.00	\$0.00	18.90	\$4,725.00
Silverman, Cliff	SA – N/A	\$250.00	0.00	\$0.00	26.80	\$6,700.00
Simpson, Britt	SA – N/A	\$250.00	0.00	\$0.00	14.50	\$3,625.00

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
LAW CLERKS			0.00	\$0.00	761.10	\$190,275.00
Total Summer Associates:						

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
LAW CLERKS						
Rosen, Chelsea	BFR	N/A	\$225.00	0.00	\$0.00	255.50
Carter, William J.(London Office)	BFR	N/A	\$280.00	0.00	\$0.00	11.90
Szoke, Judit (Budapest Office)	CORP	N/A	\$195.00	0.00	\$0.00	31.40
de Maussion, Jean-Baptiste (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	7.00
Klemm, Mira (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	62.70
Hannotin, Gabriel (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	31.00
Menez, Benoit (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	32.00
Scetbon, Benjamin (Paris Office)	BFR	N/A	\$180.00	0.00	\$0.00	10.00
Brogi, Alice (Paris Office)	BFR	N/A	\$180.00	0.00	\$0.00	111.50

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$	
LAW CLERKS							
Robineau, Marie (Paris Office)	LR	N/A	\$180.00	0.00	\$0.00	4.20	\$756.00
Rapp, Alexis (Paris Office)	LR	N/A	\$180.00	0.00	\$0.00	21.50	\$3,870.00
Wirtz, Sandy (Paris Office)	CORP	N/A	\$180.00	0.00	\$0.00	4.20	\$756.00
Levy, Victor (Paris Office)	BFR	N/A	\$180.00	0.00	\$0.00	48.20	\$8,676.00
Estellon, Erling (Paris Office)	LR	N/A	\$180.00	0.00	\$0.00	3.00	\$540.00
Ferguson, Daniel	CORP	N/A	\$180.00	4.90	\$882.00	4.90	\$882.00
Szymczak, Alexandra (Warsaw Office)	CORP	N/A	\$145.00-\$155.00	0.00	\$0.00	24.10	\$3,653.50
Neskovic, Luwisha	CORP	1993	\$265.00-\$280.00	0.00	\$0.00	59.30	\$15,966.50
Hasek, Alexander	CORP	1993	\$280.00			31.50	\$8,820.00
Total Law Clerks:				4.90	\$882.00	753.90	\$155,955.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Lee, Kathleen	BFR – N/A	\$245.00 - \$275.00	83.60	\$15,881.25	577.90	\$137,910.00
Fuller, Deidre E.	LR – N/A	\$230.00 - \$260.00	55.50	\$14,430.00	135.30	\$34,524.00
Jones, Peggy	CORP – N/A	\$230.00 - \$260.00	387.30	\$100,698.00	784.90	\$193,673.00
Burns, Jo N.	LR – N/A	\$280.00 - \$260.00	5.80	\$1,508.00	86.80	\$21,938.00
Cade, Nancy P.	LR – N/A	\$210.00 - \$250.00	71.00	\$17,750.00	269.00	\$66,798.00
Flinn, Deborah C.	LR – N/A	\$210.00 - \$240.00	26.10	\$6,264.00	83.50	\$19,017.00
Hsu, Joseph	CORP – N/A	\$190.00	7.40	\$1,406.00	7.40	\$1,406.00
Roberts, Sarah B.	BFR – N/A	\$230.00	766.60	\$152,524.50	1,407.80	\$277,207.50
Aliseo, Nicole K.	BFR – N/A	\$210.00	60.30	\$9,408.00	271.60	\$45,815.50
Chettri, Anupama	LR – N/A	\$180.00 - \$200.00	35.50	\$7,100.00	77.90	\$15,362.00
Potter, Lougran	LR – N/A	\$180.00 - \$200.00	37.60	\$7,520.00	111.90	\$21,570.00
Mehta, Mona V.	LR – N/A	\$160.00 - \$180.00	0.00	\$0.00	295.10	\$49,498.00
Bailey, Gregory	Managing Clerk - N/A	\$170.00	19.80	\$3,366.00	120.10	\$20,417.00
Burdette, Leslie A.	Managing Clerk - N/A	\$140.00	1.20	\$168.00	207.20	\$29,008.00
Bennett, Victoria A.	LR – N/A	\$195.00 - \$215.00	68.40	\$14,706.00	176.80	\$37,522.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Stewart, LaSonya R.	LR – N/A	\$160.00 - \$180.00	305.30	\$54,954.00	566.50	\$101,468.00
Wilmer, Andrea	BFR – N/A	\$160.00 - \$180.00	21.50	\$3,780.00	158.50	\$24,860.00
Amponsah, Duke	BFR – N/A	\$180.00 - \$200.00	4.00	\$800.00	18.50	\$3,496.00
Irvine, Barry John (Budapest Office)	CORP – N/A	\$150.00	0.00	\$0.00	3.90	\$585.00
Dixon, Timothy Manners	CORP – N/A	\$150.00	0.00	\$0.00	6.20	\$930.00
Käppler, Markus (Frankfurt Office)	CORP – N/A	\$155.00 - \$170.00	0.00	\$0.00	7.50	\$1,222.50
Fan, Dannan	LS – N/A	\$180.00	.20	\$36.00	2.70	\$486.00
Fleming, Bryan C.	LR – N/A	\$180.00	0.00	\$0.00	8.60	\$1,548.00
Prado Filho, Jose Luiz	LR – N/A	\$160.00	0.00	\$0.00	13.30	\$2,128.00
Oh, Doe Y.	CORP – N/A	\$195.00 - \$215.00	134.70	\$28,960.50	408.60	\$82,529.00
Joffrion, Karen A	CORP – N/A	\$210.00	0.00	\$0.00	6.90	\$1,449.00
Melson, Elizabeth E.	LR – N/A	\$225.00	54.50	\$12,262.50	109.70	\$24,682.50
Kerley, Peggy N.	LR – N/A	\$210.00 - \$250.00	0.00	\$0.00	314.60	\$67,775.00
Collier, Amanda B.	CORP – N/A	\$160.00	0.00	\$0.00	17.60	\$2,816.00
Bartram, Lyle S.	BFR – N/A	\$230.00	.20	\$46.00	2.30	\$529.00
Quinn, Gayle	CORP – N/A	\$210.00	0.00	\$0.00	24.30	\$5,103.00
Frayle, Barbara	CORP – N/A	\$210.00	0.00	\$0.00	9.90	\$2,079.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Sawyer, Jayme R	LR – N/A	\$200.00	0.00	\$0.00	1.60	\$320.00
Suthar, Anh Nguyen	LR – N/A	\$200.00 - \$225.00	0.00	\$0.00	12.00	\$2,650.00
Burke, Catherine D.	LR – N/A	\$160.00	0.00	\$0.00	3.60	\$576.00
Kimmel, Gregory	LR – N/A	\$210.00 - \$240.00	0.00	\$0.00	5.00	\$1,110.00
Walker, Christopher L.	LR – N/A	\$180.00	0.00	\$0.00	3.80	\$684.00
Leonard, Sarah A.	LR – N/A	\$180.00 - \$200.00	0.00	\$0.00	4.70	\$920.00
Rodriguez, Ilusion	BFR – N/A	\$180.00 - \$200.00	0.00	\$0.00	1,553.90	\$287,902.00
Stauble, Christopher A.	BFR – N/A	\$245.00 - \$275.00	.30	\$82.50	63.50	\$15,686.50
Etienne, Donald	BFR – N/A	\$160.00 - \$180.00	5.70	\$1,026.00	107.90	\$17,357.00
Matiteyahu, Gillad	BFR – N/A	\$160.00 - \$215.00	0.00	\$0.00	5.20	\$925.50
Hoilett, Leason	LR – N/A	\$230.00	0.00	\$0.00	9.40	\$2,162.00
Mukendi, Julie B.	LR – N/A	\$200.00	0.00	\$0.00	12.50	\$2,500.00
Gordon, William H.	LR – N/A	\$195.00 - \$215.00	5.90	\$1,268.50	94.10	\$18,467.50
Maravilla, Mel C.	CORP – N/A	\$200.00 - \$250.00	78.20	\$19,550.00	262.20	\$60,077.50
Jackson, Michael	LR – N/A	\$200.00	0.00	\$0.00	6.20	\$1,240.00
Lynch, Michael R.	CORP – N/A	\$160.00 - \$180.00	0.00	\$0.00	14.80	\$2,378.00
Koul, Yashomati B.	BFR – N/A	\$180.00	0.00	\$0.00	30.30	\$5,454.00
Ellsworth, John A.	CORP – N/A	\$230.00 - \$260.00	0.00	\$0.00	204.20	\$47,371.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Park, Jiwon	LR – N/A	\$160.00	0.00	\$0.00	14.60	\$2,336.00
Shrestha, Christine	CORP – N/A	\$245.00 - \$275.00	4.30	\$1,182.50	185.50	\$48,219.50
Castillero, Francene S.	LR – N/A	\$170.00 - \$190.00	0.00	\$0.00	59.40	\$10,171.50
Joseph, Christine	LR – N/A	\$170.00	0.00	\$0.00	19.00	\$3,230.00
Rudman, Inna	CORP – N/A	\$170.00	0.00	\$0.00	4.60	\$782.00
Reid, Tashan Q.	CORP – N/A	\$195.00 - \$215.00	0.00	\$0.00	80.40	\$15,750.00
Inglis, Suzanne	LR – N/A	\$245.00	0.00	\$0.00	25.60	\$6,272.00
Shiroma, Lance Y.	CORP – N/A	\$230.00	0.00	\$0.00	66.90	\$15,387.00
Chan, Herbert	LR – N/A	\$195.00 - \$215.00	0.00	\$0.00	151.00	\$29,629.00
Perkari, Harish	CORP – N/A	\$170.00 - \$190.00	0.00	\$0.00	289.80	\$50,080.00
Steigerwald, Katharine L.	CORP – N/A	\$160.00	0.00	\$0.00	12.60	\$2,016.00
Van Kampen, Allison L.	LR – N/A	\$160.00	0.00	\$0.00	4.20	\$672.00
O'Connor, Colin	CORP – N/A	\$230.00 - \$260.00	0.00	\$0.00	12.70	\$3,002.00
Moffitt, Andrea Nicole	CORP – N/A	\$170.00	0.00	\$0.00	165.60	\$28,152.00
Chung, Candace	CORP – N/A	\$160.00	0.00	\$0.00	13.20	\$2,112.00
Choi, Jessica	LR – N/A	\$160.00	0.00	\$0.00	50.40	\$7,424.00
Marquez, Francheska	CORP – N/A	\$200.00 - \$225.00	0.00	\$0.00	41.90	\$8,630.00
Oliva, Angela	LR – N/A	\$210.00 - \$240.00	.80	\$192.00	2.80	\$612.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Chan, Bill Kam	CORP – N/A	\$180.00	0.00	\$0.00	47.50	\$8,550.00
Petropoulos,Christine	LR – N/A	\$245.00	0.00	\$0.00	19.70	\$4,826.50
Morrissey, Halley C.	LR – N/A	\$160.00	0.00	\$0.00	7.80	\$1,248.00
Hausman, Jeffrie	LR – N/A	\$230.00 - \$260.00	0.00	\$0.00	506.20	\$114,211.00
Ventura, Carol	LR – N/A	\$160.00	0.00	\$0.00	61.90	\$9,904.00
Adler, Jonathan H.	CORP – N/A	\$160.00	0.00	\$0.00	23.20	\$3,712.00
Werner, Zach M	LR – N/A	\$160.00	0.00	\$0.00	6.70	\$1,072.00
Swaney, Nicole	LR – N/A	\$160.00	0.00	\$0.00	13.40	\$2,144.00
Grossman, Genna D.	CORP – N/A	\$160.00	0.00	\$0.00	29.70	\$4,752.00
Tily, Michael T.	CORP – N/A	\$160.00	0.00	\$0.00	56.80	\$9,088.00
Mitrayon, Michael	LR – N/A	\$160.00	0.00	\$0.00	27.70	\$4,432.00
Viola, Matthew	CORP – N/A	\$245.00 - \$275.00	5.00	\$1,375.00	46.40	\$11,734.00
Schell, Peter	CORP – N/A	\$205.00 - \$225.00	27.80	\$6,255.00	530.00	\$112,588.00
Prindle, Kaitlin C	BFR – N/A	\$180.00 - \$200.00	0.00	\$0.00	259.10	\$47,690.00
Siebel, Peter A.	BFR – N/A	\$210.00	0.00	\$0.00	238.30	\$50,043.00
Axon, Hillary A.	LR – N/A	\$160.00	0.00	\$0.00	5.60	\$896.00
George, Camille A.	LR – N/A	\$210.00 - \$240.00	0.00	\$0.00	673.00	\$142,974.00
Phillips, Lesley	LR – N/A	\$210.00	0.00	\$0.00	99.10	\$20,811.00

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Washington, Yvonne	LR – N/A	\$230.00	0.00	\$0.00	2.20	\$506.00
Kim, Andrew	LR – N/A	\$160.00	0.00	\$0.00	49.90	\$7,984.00
Shapiro, Rachel	BFR – N/A	\$160.00	26.10	\$3,256.00	328.70	\$51,672.00
Schoenfeld, Matthew	BFR – N/A	\$160.00	0.00	\$0.00	117.90	\$18,864.00
Sully, Dawil R.	BFR – N/A	\$95.00	0.00	\$0.00	69.60	\$6,612.00
McCray, Crystal	LR – N/A	\$210.00	0.00	\$0.00	4.50	\$945.00
Mills, Patrick G.	LR – N/A	\$255.00	0.00	\$0.00	29.90	\$7,624.50
Fortune, Shelley J.	LR – N/A	\$180.00	0.00	\$0.00	7.50	\$1,350.00
Guthrie, Christine	CORP – N/A	\$195.00 - \$215.00	0.00	\$0.00	25.50	\$5,092.50
Maurissaint, Walden	LR – N/A	\$170.00	0.00	\$0.00	19.70	\$3,349.00
Schiffman, Stephanie A.	LR – N/A	\$160.00	0.00	\$0.00	16.50	\$2,640.00
Quinn, Timothy F.	LR – N/A	\$160.00	0.00	\$0.00	30.10	\$4,816.00
McGrath, Caitlin M.	LR – N/A	\$160.00	0.00	\$0.00	62.10	\$9,936.00
Condon, Robert	LR – N/A	\$185.00	13.30	\$2,460.50	31.80	\$5,883.00
Payne, Richard A.	LR – N/A	\$185.00	0.00	\$0.00	70.50	\$13,042.50
Badman, John	CORP – N/A	\$160.00	3.20	\$512.00	9.90	\$1,584.00
Ruoss, Andrew	LR – N/A	\$160.00	0.00	\$0.00	0.80	\$128.00
Lyon, Andrew H.	BFR – N/A	\$160.00	3.20	\$512.00	3.20	\$512.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ³	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – Mach 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Ghodasara, Priya K.	BFR – N/A	\$160.00	10.50	\$1,680.00	12.40	\$1,984.00
Decker, Daniel	LR – N/A	\$225.00	24.90	\$5,602.50	24.90	\$5,602.50
Sykes, Jeremy A.	LR – N/A	\$225.00	3.00	675.00	3.00	\$675.00
Grover, Jacob A.	LR – N/A	\$87.50	2.00	\$175.00	2.00	\$175.00
Moezzi, Michelle S.	CORP – N/A	\$260.00	1.90	\$494.00	1.90	\$494.00
Schleicher, Aaron M.	LR – N/A	\$160.00	0.00	\$0.00	3.50	\$560.00
Topaz, Richard H.	CORP – N/A	\$160.00	0.00	\$0.00	39.00	\$6,240.00
Ko, Jae	LR – N/A	\$230.00	0.00	\$0.00	19.20	\$4,416.00
Malkovich, Yovanka	LR – N/A	\$190.00	0.00	\$0.00	187.20	\$35,568.00
Devaney, Sean P.	CORP – N/A	\$180.00	0.00	\$0.00	326.00	\$58,680.00
Cluzel, Antoine	CORP – N/A	\$160.00	0.00	\$0.00	9.50	\$1,520.00
Dhanaraj, Ramesh	BFR – N/A	\$95.00	0.00	\$0.00	24.50	\$2,327.50
Fredrick, Frances	Library – N/A	\$195.00	0.00	\$0.00	3.70	\$721.50
Losick, Merill	Library – N/A	\$195.00	1.10	\$214.50	6.40	\$1,248.00
Pande, Trisha	LR – N/A	\$160.00	4.20	\$672.00	4.20	\$672.00
Pugh, Daniela M.	Library – N/A	\$145.00	.20	\$29.00	0.40	\$58.00
Schwartz, Bonnie Fox	Library – N/A	\$220.00	0.00	\$0.00	1.10	\$242.00
Barahona, Philip	Library – N/A	\$195.00	.20	\$39.00	3.10	\$604.50

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ³	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – Mach 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Carmant, Marie J.	Library – N/A	\$145.00	.70	\$101.50	7.10	\$1,029.50
Cruz, Luis	Library – N/A	\$135.00	0.00	\$0.00	9.20	\$1,242.00
Hwang, Edith	Library – N/A	\$195.00	0.00	\$0.00	5.00	\$975.00
Pancham, Brenda	Library – N/A	\$100.00	.20	\$20.00	1.00	\$100.00
Greco, Maximiliano	Library – N/A	\$85.00	0.00	\$0.00	8.90	\$756.50
McLaughlin, Daniel F.	Library – N/A	\$195.00	.80	\$156.00	10.10	\$1,969.50
Bettini, Elio	Library – N/A	\$125.00	.60	\$75.00	11.00	\$1,375.00
Espitia, Sadys Rodrigo	Library – N/A	\$195.00	1.70	\$331.50	1.70	\$331.50
Gaudio, Laura A.	Library – N/A	\$145.00	4.50	\$652.50	10.90	\$1,580.50
Prudhomme, Cheryl	Library – N/A	\$75.00	0.00	\$0.00	2.50	\$187.50
Carney, Michael	Library – N/A	\$170.00	0.00	\$0.00	1.30	\$221.00
Bauche, Ellen	Library – N/A	\$155.00 - \$170.00	0.00	\$0.00	2.70	\$436.50
Quarry, Michael	LS – N/A	\$215.00	.30	\$64.50	35.30	\$7,589.50
Dietrich, Michael	LS – N/A	\$95.00	0.00	\$0.00	0.20	\$19.00
Swindells, Christian (Warsaw Office)	Support Staff – N/A	\$95.00 - \$105.00	0.00	\$0.00	1.00	\$99.00
Augustowska, Anna (Warsaw Office)	Support Staff – N/A	\$95.00 - \$105.00	0.00	\$0.00	1.20	\$124.00
Boehmfeldt, Martina (Frankfurt Office)	CORP – N/A	\$190.00	0.00	\$0.00	1.00	\$190.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ³	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – Mach 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Pasion, Luis L.	Managing Clerk – N/A	\$140.00	0.00	\$0.00	57.50	\$8,050.00
Ribaudo, Mark	Managing Clerk – N/A	\$170.00	6.30	\$1,071.00	34.40	\$5,848.00
Lucevic, Almir	Managing Clerk – N/A	\$150.00	1.60	\$240.00	8.20	\$1,230.00
Miller, Ryan A.	Managing Clerk – N/A	\$150.00	22.10	\$3,315.00	22.10	\$3,315.00
Benjamin, Justin	LS – N/A	\$190.00	.50	\$95.00	2.00	\$380..00
Larangeira, Scott	LS – N/A	\$215.00	0.00	\$0.00	3.10	\$666.50
Bollen, MaryAnne	LS – N/A	\$215.00	0.00	\$0.00	8.30	\$1,784.50
Sam, Mili	LS – N/A	\$235.00	0.00	\$0.00	75.40	\$17,719.00
Nudelman, Peter	LS – N/A	\$215.00	0.00	\$0.00	70.30	\$15,114.50
Eng-Bendel, Cheryl	LS – N/A	\$235.00	.80	\$188.00	4.80	\$1,128.00
Martorell, Jorge	LS – N/A	\$260.00	0.00	\$0.00	5.00	\$1,300.00
Bell, Andrew	LS – N/A	\$190.00	0.00	\$0.00	10.30	\$1,957.00
Scopas, George	LS – N/A	\$215.00	0.00	\$0.00	2.00	\$430.00
Haiken, Lauren C.	LS – N/A	\$210.00	0.00	\$0.00	9.00	\$1,890.00
Robin, Artur	LS – N/A	\$215.00	0.00	\$0.00	24.60	\$5,289.00
Romero, Jorge A.	LS – N/A	\$205.00	0.00	\$0.00	2.70	\$553.50
Yoda, Kristine	LS – N/A	\$235.00	0.00	\$0.00	7.00	\$1,645.00
Wu, Kim	LS – N/A	\$235.00	0.00	\$0.00	6.50	\$1,527.50

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ³ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
DeCoteau, Meshawn	LS – N/A	\$235.00	0.00	\$0.00	3.50	\$822.50
Priore, Joann	Fiduciary Accounting	\$220.00	0.00	\$0.00	3.90	\$858.00
Total Paralegals, Clerks, Library Staff and Other Non-Legal Staff:			2,408.40	\$507,131.75	14,563.00	\$2,902,348.00

Totals:

Professional	Fifth Quarterly Period (October 1, 2010 – March 29, 2011)			Final Compensation Period (June 1, 2009 – March 29, 2011)		
	Blended Rate \$	Total Billed Hours	Total Compensation \$	Blended Rate \$	Total Billed Hours	Total Compensation \$
Partners and Counsels	\$828.34	4,013.70	\$3,324,696.50	\$831.47	20,286.10	\$16,867,323.50
Associates	\$555.41	9,679.50	\$5,376,077.75	\$508.54	49,411.20	\$25,127,392.25
Law Clerks	\$180.00	4.90	\$882.00	\$206.86	753.90	\$155,955.00
Summer Associates		0.00	\$0.00	\$250.00	761.10	\$190,275.00
Paraprofessionals	\$210.57	2,408.40	\$507,131.75	\$199.30	14,563.00	\$2,902,348.00
Attorney Blended Rate	\$635.41			\$602.53		
Grand Total		16,106.50	\$9,208,788.00		85,775.30	\$45,243,293.75

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Attorneys for Debtors
and Post-Effective Date Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	-----x
In re	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>, f/k/a General Motors Corp., <i>et al.</i>	:
Debtors.	:
	:
	(Jointly Administered)
	:
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**FIFTH AND FINAL APPLICATION OF WEIL, GOTSHAL &
MANGES LLP, AS ATTORNEYS FOR THE DEBTORS, FOR FINAL
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED DURING (I) THE FIFTH INTERIM COMPENSATION
PERIOD OF OCTOBER 1, 2010 THROUGH MARCH 29, 2011, AND (II) THE
TOTAL COMPENSATION PERIOD OF JUNE 1, 2009 THROUGH MARCH 29, 2011**

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TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Weil, Gotshal & Manges LLP (“**WGM**”), attorneys for Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors in these chapter 11 cases (together with MLC, the “**Debtors**”), file this fifth and final application (the “**Application**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for the final allowance of compensation for professional services performed by WGM and for reimbursement of its actual and necessary expenses incurred for the period commencing October 1, 2010 through and including March 29, 2011 (the “**Fifth Interim Compensation Period**”), and June 1, 2009 through and including March 29, 2011 (the “**Total Compensation Period**”), and respectfully represents:

Preliminary Statement

1. In the midst of a severe liquidity crisis precipitated by an unprecedented collapse in the financial markets, a deep global recession, and a freeze in the availability of consumer and commercial credit, on June 1, 2009, MLC and certain of the other Debtors filed one of the largest chapter 11 cases in history. From the beginning, WGM has rendered an extraordinary level of service that has been critical to the Debtors’ implementation of strategies and procedures to efficiently and economically resolve these chapter 11 cases.

2. The size and complexity of the Debtors’ chapter 11 cases are astonishing by any measurement. Prior to filing for bankruptcy protection, MLC was the largest original equipment manufacturer of automobiles in the United States and the second largest in the world. It employed approximately 235,000 employees worldwide and reported consolidated assets and liabilities of approximately \$82.3 billion and \$172.8 billion, respectively.

3. At each stage of these cases, the Debtors were confronted with complex challenges that required the attorneys of WGM to work seamlessly with each other and the Debtors to develop and execute unique solutions to various problems. Early on, WGM focused on assisting the Debtors in implementing the only available means to avoid the piecemeal liquidation of their businesses through a sale of substantially all their assets pursuant to section 363(b) of the Bankruptcy Code to NGMCO, Inc. (“**New GM**”), a purchaser sponsored by the United States Department of the Treasury (the “**363 Transaction**”). The sale not only allowed the Debtors to maximize the value of their estates by preserving the going concern value of their assets, but it also saved literally hundreds of thousands of jobs across this country (and, indeed, worldwide) for those employed by the Debtors as well as the many suppliers and dealers that would otherwise have failed upon the piecemeal liquidation of the Debtors’ global enterprise.

4. Thereafter, WGM was instrumental in, among other things, assisting the Debtors in the wind-down of their businesses, obtaining a resolution for approximately 6,000 automobile dealerships in the Debtors’ network, methodically addressing the more than 70,000 proofs of claim that have been filed against the Debtors, resolving the Debtors’ enormous environmental and asbestos liabilities, and ultimately formulating a largely consensual chapter 11 plan to liquidate or otherwise address the Debtors’ remaining assets and expeditiously provide a distribution to holders of allowed claims. The culmination of the WGM’s efforts resulted in the confirmation of the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (the “**Plan**”), pursuant to which the first wave of distributions already has been made.

5. There is no question that the magnitude of these cases required WGM to exert extraordinary efforts. Indeed, in cases of this magnitude and complexity, for substantial distributions to have been made less than two years after these cases were commenced, is perhaps

unprecedented and a testament to the value of services rendered by WGM. The fact that holders of allowed claims have already received more than 75% percent of the assets currently available for distribution in these cases is directly attributable to the extraordinary level of effort from the attorneys of WGM and AP Services, LLC (“APS”) in proactively resolving approximately 97% of the total claims prior to the Effective Date¹ of the Plan.

6. During the Total Compensation Period, WGM was required to prepare, review, or respond to the more than 9,900 motions, notices, applications, objections, briefs, orders, and other pleadings in the Debtors’ chapter 11 cases, including filing and prosecuting a staggering 218 omnibus objections to claims—more than WGM has ever filed in its long history of representing debtors in the largest chapter 11 cases. Through WGM’s assistance, the Debtors’ potential claim pool was reduced from approximately \$294 billion to \$41 billion during the Total Compensation Period.

7. These chapter 11 cases, perhaps in a greater degree than in any previous chapter 11 case, affected countless individual employees, retirees, bondholders, shareholders, and product liability claimants. Attorneys and paraprofessionals took great care in responding to thousands of written and telephonic inquiries with respect and empathy, thus minimizing the disputes required to be presented to this Court for resolution.

8. During the Fifth Interim Compensation Period alone, WGM drew upon its restructuring and multidisciplinary expertise to allow the Debtors to obtain numerous forms of critical and otherwise significant relief, including several noteworthy achievements such as procurement of:

- the expungment of approximately 16,400 proofs of claim, aggregating approximately \$29.5 billion, pursuant to 131 orders granting omnibus objections

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

to claims, 23 orders granting individual objections to claims, 35 stipulations, and 44 mediations.

- an order approving the disclosure statement (the “**Disclosure Statement**”) for the Debtors’ Amended Joint Chapter 11 Plan, dated December 8, 2010, and approving certain other relief, such as the forms of ballots and the procedures for voting on the Plan;
- orders establishing the maximum amount of reserves for distributions under the Plan on account of certain wholly-unliquidated claims and partially-liquidated claims, respectively, which were prerequisites to confirmation and implementation of the Plan;
- a consent order and settlement agreement resolving certain environmental claims of the United States, that were filed in excess of \$2 billion, for approximately \$286 million;
- an order authorizing the Debtors to assume and assign certain contracts to the Environmental Response Trust established in the Plan in order to facilitate a smooth transition on the Effective Date;
- an order establishing the deadline to file proofs of claim for administrative expenses to allow the Debtors to have an early and precise understanding of such claims for purposes of implementation of the Plan;
- a stipulation and order fixing the Asbestos Trust Claim and resolving the Debtors’ mostly contested motion to estimate its aggregate liability for present and future asbestos personal injury claims; and
- two orders establishing supplemental rules for filing omnibus objections to certain foreign debt claims that allowed the Debtors’ estates to decrease the costs of serving voluminous omnibus objections to such claims;

In addition to these significant accomplishments, during the Fifth Interim Compensation Period, WGM was required to prepare, review, or respond to well over 1000 motions, notices, applications, objections, briefs, orders, and other pleadings in the Debtors’ chapter 11 cases to ensure that the interests of the Debtors were adequately represented. Further, during just the Fifth Interim Compensation Period, WGM participated in 16 court hearings. And of course, as stated, during the Fifth Interim Compensation Period, WGM obtained confirmation of the Plan, that enabled significant distributions to be made to creditors.

9. Because regular and open communication with creditors is a fundamental goal of the Debtors, throughout these cases, WGM represented the Debtors in their formal and informal meetings and communications with the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), the United States Department of the Treasury (the “**U.S. Treasury**”), the statutory committee of unsecured creditors (the “**Creditors’ Committee**”), the statutory committee of unsecured creditors holding asbestos-related claims (the “**Asbestos Claimants’ Committee**”), and Dean M. Trafellet, as legal representative for future asbestos personal injury claimants (the “**Future Claimants’ Representative**”), and their respective professionals and in numerous meetings or communications with individual claimants and parties in interest. Additionally, the Debtors and WGM made every effort to keep all constituencies informed of developments in these cases on a real-time basis through their published websites, www.motorsliquidation.com and www.motorsliquidationdocket.com. Further, together with the Chief Executive Officer, Al Koch, and other temporary employees of APS, WGM responded to direct inquiries from numerous creditors, many of which were received through a hotline WGM established for MLC-related inquiries.

10. WGM’s efforts to advise and represent the Debtors in all facets of these cases and with respect to the affairs of the entire MLC enterprise were necessary and of substantial benefit to the administration of the chapter 11 estates. The professional services performed and expenses incurred were actual and necessary to preserve and protect the value of the Debtors’ assets. In the perspective of the complexity and scale of these cases and the results achieved, these cases were extraordinarily successful. WGM’s charges for professional services performed and expenses incurred are reasonable under the applicable standards. WGM

respectfully requests that the Court grant the Application and allow final compensation for professional services performed and reimbursement for expenses as requested.

Background

11. On June 12, 2009, the Debtors filed an application to employ WGM as their attorneys. (ECF No. 949). No objections were filed to WGM's retention, and, pursuant to an order, dated June 25, 2009, the Debtors were authorized to retain WGM as their attorneys to render legal services in the prosecution of their chapter 11 cases. (ECF No. 2546).

12. On December 23, 2009, the Court appointed Brady C. Williamson as the Fee Examiner (the "**Fee Examiner**"), pursuant to the Stipulation and Order with Respect to Appointment of a Fee Examiner. (ECF No. 4708).

13. On March 8, 2011, after first conferring with the Court, the Fee Examiner, and the Office of the U.S. Trustee, WGM, on behalf of the Debtors, informed all professionals that to conserve resources, fee applications for the period from October 1, 2011 through January 31, 2011 should not be filed on their scheduled due date of March 17, 2011. Instead, professionals were requested to expand the period covered by final fee applications, which, pursuant to the Plan, are due 45 days after the Effective Date.

14. On March 3, 2011, a hearing was held before the Court to consider confirmation of the Plan (the "**Confirmation Hearing**"). The Plan was confirmed on March 29, 2011, and all conditions to the occurrence of the Effective Date were met or satisfied as of March 31, 2011, resulting in the Plan becoming effective as of that date.

15. The Debtors have advised WGM that, to date, all quarterly fees due to the U.S. Trustee have been paid and all monthly operating reports have been filed.

**Summary of Professional Compensation
and Reimbursement of Expenses Requested**

16. WGM seeks final allowance of compensation for professional services performed during the Fifth Interim Compensation Period and the Total Compensation Period, in the amounts of \$9,208,788 and \$44,722,014.30, respectively. Additionally, WGM seeks reimbursement of expenses incurred in connection with the rendition of such services in the amounts of \$278,376.56 and \$1,347,945.08 for the Fifth Interim Compensation Period and the Total Compensation Period, respectively. During the Fifth Interim Compensation Period, WGM attorneys and paraprofessionals expended a total of 16,106.5 hours in connection with the necessary services performed. During the Total Compensation Period, a total amount of 85,775.3 hours were expended by attorneys and paraprofessionals on behalf of the Debtors in the prosecution of these chapter 11 cases.

17. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the “**Local Guidelines**”), the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the “**UST Guidelines**”), and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (ECF No. 3711) (the “**Administrative Order**,” and together with the Local Guidelines and the UST Guidelines, the “**Guidelines**”). Pursuant to the UST Guidelines, the Debtors have been provided with a copy of the Application for their review and will have completed their review of the same prior to the hearing on the Application.

18. In accordance with the Administrative Order, WGM received payments totaling \$3,227,892.10 for the Fifth Interim Compensation Period, consisting of \$3,103,626.00 representing 80% of the fees, and \$124,266.10 representing 100% of the expenses, invoiced for the months of October 2010 through and including December, 2010. WGM now seeks payment² by the Debtors of all amounts allowed but previously held back pursuant to the Administrative Order for the Fifth Interim Compensation Period. WGM also seeks payment by the Debtors of all amounts allowed but previously held back with respect to all prior compensation periods. WGM has not yet received payment for either the fees or the expenses invoiced for January 2011 through and including March 2011 and seeks payment thereof in full.

19. There is no agreement or understanding between WGM and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases. Except as explained in the following paragraph, during the Fifth Interim Compensation Period, other than pursuant to the Administrative Order, WGM has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

20. Prior to the commencement of these chapter 11 cases, MLC paid WGM an aggregate amount of approximately \$54 million in respect of professional services rendered and as retainers for services to be rendered and for disbursements incurred and expenses advanced for disbursements to be incurred in connection with (i) MLC's efforts prior to the commencement of these chapter 11 cases to restructure its obligations out of court, (ii) the preparation for MLC's

² New GM agreed to pay 50% of the fees and expenses associated with the services rendered by WGM in connection with the appeals (the "Appeals") of this Court's order approving the 363 Transaction. Although the full amount of WGM's fees and expenses for services rendered in connection with the Appeals have been and continue to be billed to the Debtors, New GM will reimburse the Debtors for 50% of such fees and expenses paid by the Debtors to WGM.

chapter 11 cases, and (iii) certain other related matters. As of June 1, 2009, WGM had a retainer balance in the amount of approximately \$5.9 million to be applied against payment for services to be rendered and expenses to be incurred, of which approximately \$3.49 million currently remains.

21. The fees charged by WGM in these cases are billed in accordance with WGM's existing billing rates and procedures in effect during the applicable compensation periods except that WGM voluntarily elected not to apply the firm's standard rate increases in effect between January 1, 2011 and March 29, 2011. With the exception of the voluntary rate freeze, the rates WGM charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates WGM charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

22. Annexed hereto as **Exhibit "A"** is a certification regarding compliance with the Guidelines.

23. Annexed hereto as **Exhibit "B,"** pursuant to the UST Guidelines, is a schedule of WGM professionals and paraprofessionals who have performed services for the Debtors during the Fifth Interim Compensation Period and the Total Compensation Period, the capacities in which each such individual is employed by WGM, the department in which each individual practices, the hourly billing rate charged by WGM for services performed by such individuals, the year in which each professional was first licensed to practice law, and the aggregate number of hours expended in this matter and fees billed therefor.

24. Annexed hereto as **Exhibit "C"** is a schedule specifying the categories of expenses for which WGM is seeking reimbursement and the total amount for each such expense

category for the Fifth Interim Compensation Period and the Total Compensation Period. An itemized schedule of all such expenses has been provided to the Debtors, the Court, the attorneys for the Creditors' Committee, and the U.S. Trustee.

25. Annexed hereto as **Exhibit "D,"** pursuant to the UST Guidelines, is a summary of WGM's time records billed during the Fifth Interim Compensation Period and Total Compensation Period using project categories hereinafter described. WGM maintains computerized records of the time spent by all WGM attorneys and paraprofessionals in connection with the prosecution of the Debtors' chapter 11 cases. Copies of these computerized records have been furnished to the Debtors and, subject to redaction or modification for the attorney-client privilege where necessary to protect the Debtors' estates, the Court, the attorneys for the Creditors' Committee, the Fee Examiner, and the U.S. Trustee in the format specified by the UST Guidelines.

**Summary of Services Performed by
WGM During the Fifth Interim Compensation Period**

26. As described above, during the Fifth Interim Compensation Period, WGM rendered an extraordinary level of professional services to, among other things, achieve confirmation and the occurrence of the Effective Date of the Plan, address the tens of thousands of proofs of claim that have been filed, support the Debtors' administration of their properties and of these estates, coordinate activities to protect the value of the Debtors' assets, and efficiently and economically administer the Debtors' chapter 11 cases. During this period, WGM was required to render a substantial amount of professional services, often under extraordinary time constraints, to deal with various critical issues. The following are descriptions of some of the most significant tasks performed by WGM during this time.

27. Chapter 11 Plan. The confirmation of the Plan was the culmination of a process that necessarily involved coordination of a number of practice teams due to the sheer size and complexity of these cases. WGM began the Fifth Interim Compensation Period by assisting the Debtors in formulating and negotiating amendments to the Debtors' Joint Chapter 11 Plan, dated August 31, 2010. With the goal of confirming a plan to efficiently liquidate or otherwise address the Debtors' remaining assets, and to provide distributions expeditiously to holders of allowed claims, WGM engaged in extensive planning and negotiation with numerous constituents, including the U.S. Government, various State entities, the Creditors' Committee, Asbestos Claimants' Committee, the future Claimants' Representative, and various bondholders.

28. In tailoring the Plan to the unique circumstances of these cases, WGM's efforts were integral in creating and finalizing a comprehensive settlement of environmental liabilities with governmental authorities that was a critical element of the Plan and was a prerequisite to the ability to proceed with the entire plan confirmation process. In addition to environmental considerations, WGM was instrumental in developing and finalizing a resolution of such complex matters as determining the appropriate treatment of present and future asbestos claimants, developing a means to implement distributions to thousands of holders of foreign debt claims for which there is not an indenture trustee, and designing several trusts to facilitate the liquidation of the Debtors, including the GUC Trust, the Asbestos Trust, the Environmental Response Trust, and the Avoidance Action Trust.

29. As WGM continued to methodically address each element of the plan process, it prepared and filed the Debtors' Amended Joint Chapter 11 Plan, dated December 7, 2010, the accompanying Disclosure Statement, the Debtors' Memorandum of Law in Support of Confirmation of Amended Joint Chapter 11 Plan and Response to Objections to Plan, dated

February 22, 2011, and finally, the Debtors' Second Amended Joint Chapter 11 Plan, dated March 18, 2011. By the Confirmation Hearing, while WGM was able to assist the Debtors in resolving the great majority of objections to the Plan, there remained several entities with objections that had to be addressed by WGM on behalf of the Debtors at the Confirmation Hearing. Through WGM's efforts, each of the matters were successfully addressed, after which the Court indicated that the Plan would be approved. Thereafter, WGM attorneys continued to finalize the last remaining details of the Plan with several key constituents and to resolve the last remaining objection to the Plan raised by New York State such that a consensual confirmation order could be submitted for this Court's consideration. The Plan was confirmed on March 29, 2011, went effective almost immediately, and a short time thereafter, the first wave of distributions was made to holders of allowed claims. This was a herculean undertaking which was effected economically and expeditiously while avoiding the expense of significant litigation. Indeed, WGM played an instrumental role in "brokering" a settlement of the Debtors' asbestos liability among the Creditors' Committee, the Asbestos Claimants' Committee, and the Future Claimants' Representative. This settlement avoided substantial protracted and costly litigation that could have significantly delayed confirmation of the Plan and distributions to creditors.

30. Solicitation. In accordance with the Court's order approving the Disclosure Statement and establishing procedures for voting on the Plan (ECF No. 8043), WGM prepared ballots for those classes of claimants entitled to vote on the Plan, as well as notices of non-voting status for those classes not entitled to vote. WGM carefully oversaw the solicitation process and worked closely with the respective voting agents to ensure that the mailing of ballots and notices was completed in a timely manner and tallied appropriately. This was a particularly complex process due to the sheer size of the claimant pool, as well as the complicated process of

soliciting votes from bondholders outside of the United States. As a result of WGM's participation and oversight of this process, solicitation of votes on the Plan was completed seamlessly and creditors overwhelmingly voted in favor of the Plan.

31. Claims Reconciliation. During the Fifth Interim Compensation Period, the attorneys from WGM engaged in a hugely successful undertaking to achieve the resolution or expungement of an unprecedented multitude of claims. In that period alone, approximately 16,400 proofs of claim were expunged, and the Debtors' claims pool was reduced by \$29.5 billion. The tens of thousands of proofs of claim filed against the Debtors necessitated the team of attorneys from WGM to work closely with the Debtors to identify, analyze, and execute a defined strategy to expunge improper and duplicative claims and allow the Debtors to address the claims efficiently, economically and expeditiously.

32. WGM accelerated its efforts to reconcile claims during the Fifth Interim Compensation Period because issues relating to claims interfered with the Debtors' ability to confirm and make meaningful distributions under the Plan. In order to overcome concerns regarding the feasibility of the Plan, the Debtors had to establish that they would have a sufficient reserve to satisfy the substantial amount of unliquidated claims asserted against the Debtors. To that end, WGM assisted the Debtors by not only objecting to unliquidated claims that were without merit, but by also preparing and filing motions to estimate the maximum amount of partially and wholly unliquidated claims, and resolving all objections thereto. This process was critical to making any meaningful distributions to creditors under the Plan.

33. Another barrier to confirmation of the Plan was the potentially large amount of administrative expense claims that could be asserted either before or after confirmation of the Plan. To ensure that the Debtors would have the ability to satisfy their administrative

expense obligations, WGM prepared and filed a motion to establish a bar date for administrative claims. At the same time, WGM reviewed and objected to meritless or overstated administrative expense claims to limit the amount required for reserves. Without these efforts, the Debtors would not have been able to demonstrate feasibility of the Plan.

34. During the Fifth Interim Compensation Period alone, WGM drafted and filed 110 omnibus objections to a host of different categories of claims.³ In connection with that effort, the attorneys at WGM diligently reviewed proofs of claim alongside the Debtors, researched complex issues of law, creatively devised sound legal arguments to object to claims, analyzed responses filed by claimants, and negotiated or otherwise communicated with countless creditors. The reconciliation of so many claims within such a short period of time is a testament to the hard work and focus of the attorneys at WGM. Beyond simply assisting the Debtors in objecting to claims, WGM also sought ways to do so in a cost-efficient manner, such as by obtaining an order allowing the Debtors in certain instances to file omnibus objections, to up to 500 claims in a single objection and to serve a simplified and individualized notice of the objection on holders of such claims rather than serving the voluminous objection itself. While these objections as expected drew many responses that were addressed by WGM, the procedures, and plain English individualized notices, as designed, significantly diminished the number of responses that otherwise would have been filed.

³ The following categories of claims were objected to during the Fifth Interim Compensation Period: late-filed claims, workers' compensation claims, claims assumed by New GM, amended and superseded claims, claims with insufficient documentation, incorrectly classified claims, duplicate debt claims, contingent co-liability claims, claims asserting equity interests, claims for preferred stock, claims for equity interests and duplicate debt claims, claims for different series of debt, multi-debtor claims, employee claims assumed by New GM, tax claims assumed by New GM, claims relating to former employees represented by the United Auto Workers, qualified defined pension benefits claims of former salaried and hourly employees, supplemental executive retirement benefits claims of former executive employees, and debt claims of General Motors Acceptance Corporation.

35. Environmental Issues. An appropriate resolution of environmental issues with respect to the Debtors' properties was critical to the administration of these estates and the confirmation and implementation of the Plan. Accordingly, during the Fifth Interim Compensation Period, WGM assisted the Debtors in their interactions with appropriate Federal and State governmental entities, regulators, and other parties in interest to address environmental-remediation obligations at the Debtors' properties and the manner in which such obligations should be addressed under the Plan in a way that not only protects public health and the environment but also is consistent with the interests of the Debtors' creditors and the Debtors' responsibilities and rights as debtors in possession under the Bankruptcy Code. WGM assisted the Debtors and their other retained professionals in analyzing environmental liabilities at owned sites, superfund sites, and other third-party owned sites. Furthermore, WGM assisted the Debtors in various discussions and multiparty negotiations with governmental officials regarding environmental obligations and the formulation of appropriate methods for resolving environmental claims, including the establishment of the Environmental Response Trust. In assisting the Debtors, WGM had discussions with as many as sixteen governmental parties, including the United States Environmental Protection Agency, the United States Department of Justice, State officials from Delaware, Illinois, Indiana, Kansas, Michigan, Missouri, New York, New Jersey, Ohio, Wisconsin, Virginia, Louisiana, Massachusetts, and Pennsylvania, and the Saint Regis Mohawk Tribe. As a result of these efforts, the Debtors and governmental parties reached agreement on the terms of a global settlement that resolved environmental claims against the Debtors relating to sites owned by the Debtors. This settlement agreement which was embodied in the Plan removed perhaps the largest hurdle to the confirmation of a plan in these chapter 11 cases. In addition, WGM assisted the Debtors in analyzing and resolving billions of

dollars of asserted claims filed by governmental entities and private parties relating to environmental liabilities at sites owned by third parties, including the reduction of a \$2 billion claim filed by the United States of America to a claim capped at approximately \$250 million.

36. Additional Services. During the Fifth Interim Compensation Period, WGM rendered professional services in furtherance of the foregoing activities and others, including, among other things, (i) meeting and discussing numerous issues and matters with the Creditors' Committee; (ii) responding to the myriad of creditor inquiries concerning these chapter 11 cases; (iii) conferences and negotiations with the U.S. Treasury and the Creditors' Committee regarding the Debtors' ongoing efforts to wind down and dispose of their properties and with respect to the Plan; and (iv) addressing, on behalf of the Debtors, the various motions and disputed matters initiated by third parties. In this regard, during the Fifth Interim Compensation Period, WGM prepared, assisted in the filing of, and/or filed, on behalf of the Debtors, numerous motions, applications, stipulations, and related court pleadings.

37. Summary of Services. The following is a summary of the significant professional services rendered by WGM during the Fifth Interim Compensation Period alone, organized in accordance with WGM's internal system of project or work codes.

a. Case Administration Issues

(i) General Case Administration

- conducted internal team meetings, conferences, and teleconferences with the Debtors, their professionals, the Creditors' Committee, and other parties in interest regarding case administration, status of the chapter 11 cases, and various business-related issues;
- responded to numerous requests for information from parties in interest;
- coordinated with Garden City Group, Inc. ("GCG"), the Debtors' noticing and claims agent, to maintain and update master service list;
- assisted APS and GCG in establishing and maintaining websites containing information regarding the Debtors, their professionals and

management, meetings of creditors, and copies of relevant documents, including proofs of claim;

- engaged in various e-mail and telephone communications with the Debtors, the Creditors' Committee, and the U.S. Trustee;
- maintained case calendar; and
- organized and participated in weekly meetings and conference calls with WGM professionals and client to promote efficiency in the administration of the chapter 11 cases.

(ii) Hearings and Court Matters

- prepared for and attended 16 court hearings;
- coordinated with the Court regarding hearings and agenda items;
- prepared agendas for court hearings, which required a detailed reconciliation of the status of each claim that was subject to the vast numbers of new and adjourned omnibus objections;
- obtained an order amending notice and case management procedures; and
- monitored dockets for main cases, adversary proceedings, and various state and federal court dockets for Debtor-related matters.

(iii) U.S. Trustee

- conferred with U.S. Trustee regarding case matters;
- ensured compliance with U.S. Trustee Guidelines; and
- assisted the Debtors in preparation and filing of monthly operating reports and reports pursuant to Bankruptcy Rule 2015.3.

b. Unsecured Creditors Issues/Meetings/Communications/Creditors' Committee

- prepared for and participated in meetings and teleconferences with the Creditors' Committee and its retained professionals regarding the status and administration of the cases, the development and formulation of the Plan, the Disclosure Statement, the GUC Trust and various other issues; and
- continued to respond to telephone, postal mail, and e-mail inquiries from domestic and foreign creditors regarding the chapter 11 cases and objections to claims.

c. Secured Creditors Issues/Meetings/Communications

- analyzed certain lien issues.

d. Corporate Governance/Corporate/Securities

- dissolved certain corporate entities and prepared and maintained dissolution tracking charts tracking execution and filing of board

resolutions and certificates of dissolution and conducted related research;

- reviewed and revised successive drafts of the GUC Trust Agreement, the Asbestos Trust Agreement, and the Avoidance Action Trust Agreement and advised the Debtors with respect to such agreements;
- reviewed and revised successive drafts of a proposed SEC no action letter with respect to the GUC Trust and participated in discussions with the SEC and the Creditors' Committee regarding same;
- analyzed securities law issues associated with the GUC Trust and the Asbestos Trust;
- provided advice to the Debtors regarding securities law and other issues associated with the distribution of securities pursuant to the Plan;
- prepared for and attended meetings of the Debtors' boards of directors and drafted resolutions, minutes, and consents for same;
- drafted amendments to MLC's Certificate of Incorporation and Bylaws;
- researched various corporate governance issues;
- prepared various documents, including Forms 8-K, for filing with the Securities and Exchange Commission;
- reviewed documents related to certain transactions with respect to the Debtors' businesses and investments and provided related advice; and
- advised the Debtors with respect to strategic alternatives in connection with certain subsidiaries.

e. Employee/ERISA/Benefits

- obtained an order authorizing benefits to certain MLC retirees affiliated with the International Brotherhood of Boilermakers, their surviving spouses, or dependents on essentially the same terms as the retirees affiliated with certain other splinter unions;
- analyzed workers' compensation liabilities in various states and advised the Debtors with respect to state workers' compensation bureaus;
- assisted in analyzing and responding to employee benefit claims; and
- advised the Debtors on pension related issues.

f. Asset Dispositions/Section 363

(i) 363 Transaction

- researched and monitored various continuing appeals of the order approving the 363 Transaction; and
- assisted the Debtors in completing requirements and satisfying obligations under the MSPA.

(ii) Sales of Assets Other than the 363 Transaction

- coordinated with MLC on execution of de minimis asset sales, including drafting and negotiating sale agreements, and potential sales of shares in subsidiary dealerships; and
- evaluated alternative uses for real estate.

g. Executory Contracts/365 Issues/Contracts/Leases/Real Property

- reviewed and analyzed executory contracts;
- negotiated and drafted stipulations and settlement agreements regarding the rejection and/or assumption and assignment of executory contracts and unexpired leases of nonresidential real property;
- researched issues regarding various contract rejection issues;
- reviewed and revised sale agreements for certain real property of the Debtors;
- provided analyses regarding potential rejection damages claims;
- obtained an order to reject lease of nonresidential real property with MTech Associates, LLC;
- entered into an agreed order with DTE Pontiac North, LLC to reject executory contracts with DTE; and
- reviewed one hundred and nineteen title commitments in connection with the establishment of the Environmental Response Trust.

h. Adversary Proceeding

- conducted various research and prepared various pleadings in connection with the *Toyota Motor Corporation v. Motors Liquidation Company* Adversary Proceeding, No. 10-05015 (REG), and the *New United Motors Manufacturing, Inc. v. Motors Liquidation Company* Adversary Proceeding, No. 10-05016 (REG).

i. Claims Reconciliation

(i) Claims Objection Litigation

- obtained 131 orders granting omnibus objections to claims, expunging approximately 16,315 proofs of claim;
- prepared and filed 110 omnibus objections to various categories of claims;
- reviewed proofs of claim to ensure the applicability of a particular omnibus objection to those claims;
- researched and analyzed case law and procedures with respect to claim objections;
- reviewed and analyzed responses of claimants to omnibus and individual objections to claims, and drafted replies thereto;

- negotiated with claimants for purposes of settling claim objections or otherwise entering into stipulations to resolve claim objections, or having claimants voluntarily withdraw claims;
- prepared proposed orders for the disallowance of claims;
- drafted stipulations and agreed orders to resolve claim objections; and
- obtained two orders establishing supplemental rules for filing omnibus objections to certain foreign debt claims that allowed the Debtors' estates to significantly decrease the costs of serving voluminous omnibus objections and simplify the objection process for the claimants' benefit.

(ii) General Claims Reconciliation

- analyzed environmental claims and negotiated with governmental entities and potentially responsible parties on the treatment of such claims;
- obtained a stipulation and order fixing the Asbestos Trust Claim (as defined in the Plan) and resolving the Debtors' motion to estimate the its aggregate liability for asbestos personal injury claims;
- participated in 44 mediations, resulting in resolution of approximately \$1.2 billion in claims against the Debtors, and drafted mediation statements and other documentation in conjunction with mediations;
- obtained orders estimating certain wholly-unliquidated claims and partially-liquidated claims to establish the maximum amount to reserve on account of such claims;
- prepared and maintained spreadsheets to track the status of claims subject to objection, including adjourned claims;
- participated in weekly meetings with the Debtors to discuss claim litigation and reconciliation strategies;
- responded to various inquiries by claimants regarding claim objections;
- worked with GCG to ensure that the claims register properly reflected claims reconciliation effects; and
- obtained an order amending the implementation of alternative dispute resolution procedures.

(iii) Reclamation and 503(b)(9)

- analyzed and continued to resolve remaining 503(b)(9) and reclamation claims.

(iv) Administrative Expenses

- prepared and filed the Debtors' Ex Parte Motion for a Consent Order Pursuant to Section 503(a) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Requests for

Payment of Certain Administrative Expenses and Procedures Relating Thereto and Approving the Form and Manner of Notice Thereof;

- monitored the filing of administrative expense claims; and
- prepared and filed objections to administrative expense claims.

j. Automatic Stay

- reviewed and analyzed motions seeking relief from automatic stay, and researched and drafted objections to and/or stipulations resolving certain of such motions;
- researched and drafted memorandum regarding applicability of automatic stay to various litigation issues and advised the Debtors and outside counsel accordingly; and
- responded to questions from plaintiffs and outside counsel regarding effect of automatic stay on litigation and possible stipulations to modify the automatic stay.

k. Plan/Disclosure Statement/Solicitation

- prepared and filed the Debtors' Amended Joint Chapter 11 Plan and the Disclosure Statement;
- obtained an order (i) approving the Disclosure Statement, (ii) establishing a record date to vote on the Plan; (iii) establishing notice and objection procedures for confirmation of the Plan; (iii) approving solicitation packages and procedures for distribution; (iv) approving forms of ballots and procedures for voting on the Plan; and (v) approving the form of notices to non-voting classes;
- engaged in multiparty negotiations with governmental regulators, Creditors' Committee, the Asbestos Claimants' Committee, the Future Claimants' Representative, various bondholders, and other parties in interest;
- prepared ballots for classes of claimants entitled to vote on the Plan, as well as notices of non-voting status for classes not entitled to vote;
- worked closely with voting agents to ensure that mailing of ballots and notices were timely completed and tallied appropriately;
- consensually resolved the application of certain noteholders to seek temporary allowance of their claims pursuant to Rule 3018(a) for purposes of voting on the Plan;
- prepared and filed the Debtors' Memorandum of Law in Support of Confirmation of Amended Joint Chapter 11 Plan and Response to Objections to Plan;
- prepared and filed the Debtors' Second Amended Joint Chapter 11 Plan;
- reviewed and responded to objections to the Plan; and
- obtained an order confirming the Plan.

l. Tax

- analyzed and researched Plan-related tax considerations;
- conferred with the United States and the Creditors' Committee regarding Plan-related tax considerations;
- analyzing IRS rulings; and
- analyzed tax issues in connection with liquidation of the Debtors' estates.

m. Insurance

- evaluated various insurance programs and policies of insurance coverage for certain liabilities;
- evaluated various issues related to transfer of collateral associated with insurance policies; and
- participated in discussions and meetings with the Debtors regarding availability of insurance to cover certain claims.

n. Customer/Vendor/Supplier/Dealer

- reviewed monthly critical vendor payment reports;
- assisted with various issues relating to wind-down of certain dealerships;
- addressed issues and responded to substantive inquiries from customers, vendors, suppliers, and dealers; and
- evaluated claims based upon breach of dealership agreement.

o. Litigation

- reviewed court filings and dockets relating to appeals.

p. Environmental

- drafted, reviewed, and revised documents relating to global settlement of environmental liabilities among the United States, fourteen individual States, an Indian Tribe, and the Debtors;
- drafted strategy memoranda and conducted legal research regarding environmental claims;
- analyzed environmental liabilities at owned sites, superfund sites, and other third-party owned sites;
- assisted in discussions with Federal and State officials regarding environmental issues; and
- attended meetings with environmental staff and attorneys regarding environmental liabilities.

q. WGM Retention/Billing/Fee Applications

- prepared WGM's fourth interim fee application;

- maintained and updated list of parties in interest for conflicts purposes for WGM and other retained professionals; and
- reviewed monthly billing summary report and prepared monthly fee statements in compliance with the Guidelines.

r. Retention of Professionals

(i) Ordinary Course Professionals

- conferred with the Debtors and ordinary course professionals regarding retention procedures and conflicts issues.

(ii) Other Professionals

- conferred with various applicants regarding scope of retention, terms of compensation, and related issues;
- conferred with various applicants regarding requests from the Fee Examiner;
- reviewed monthly fee statements of various professionals;
- obtained an order authorizing the retention of Epiq Bankruptcy Solutions, LLC as voting and solicitation agent for certain publicly-held securities;
- coordinated with professionals to reconcile discrepancies in payments; and
- obtained an order authorizing the Debtors to enter into an amendment of the terms of the engagement of Brownfield Partners, LLC.

38. The professional services performed by WGM on behalf of the Debtors

during the Fifth Interim Compensation Period required an aggregate expenditure of 12,592.30 recorded hours by WGM's members, counsel, associates, law clerks, and paraprofessionals. Of the aggregate time expended, 3,319.70 recorded hours were expended by partners and counsel of WGM, 7,742.50 recorded hours were expended by associates, 4.90 recorded hours were expended by law clerks, and 1,525.20 recorded hours were expended by paraprofessionals of WGM.

39. During the Fifth Interim Compensation Period, WGM billed the Debtors for time expended by attorneys based on hourly rates ranging from \$395 to \$990 per hour for domestic attorneys and \$275 to \$1000 for foreign attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate of approximately \$635.41 (based

on 13,698.1 recorded hours for attorneys at WGM's regular billing rates in effect at the time of the performance of services).

**Summary of Services Performed by
WGM During the Total Compensation Period**

40. The accomplishments achieved by WGM during the Fifth Interim Compensation Period were made possible only through the accomplishments procured by WGM in each of the prior periods and since the inception of these cases. During the course of the Total Compensation Period, WGM was required to assist the Debtors with, among other things, the preparation of first-day pleadings, the procurement of a debtor in possession financing facility (“**DIP Facility**”), the 363 Transaction, the retention of professionals in light of the migration of employees to New GM, the winding-down of the Debtors’ remaining assets, the resolution of thousands automobile dealerships across the country, and the reconciliation of claims filed against the Debtors. The following are descriptions of some of the most significant tasks, in addition to those described in conjunction with the Fifth Interim Compensation Period, that were performed by WGM during the Total Compensation Period. This is merely a summary. The previous fee applications filed by WGM provide a detailed summary of the myriad accomplishments achieved in these cases with the assistance of WGM and such fee applications are incorporated herein in their entirety.

41. 363 Transaction. WGM played a critical role in one of the most significant efforts in history to preserve the value of a vast franchise that was compelled to complete an unprecedented asset sale in a matter of a few weeks. The task of consummating the sale of America’s largest OEM required WGM to marshal its resources worldwide. WGM personnel worked around the clock to implement and effectuate the 363 Transaction in an unprecedented time frame, as part of the effort to preserve and enhance value for the Debtors, protect the

Debtors' customers, limit turmoil in the national economy, and benefit the Debtors' stakeholders, employees, and communities in which their facilities were operating.

42. Through WGM's efforts, the Debtors were able to address all due process concerns and effectively manage over 650 objections to the 363 Transaction. Further, during this process WGM coordinated and managed discovery virtually unprecedented in its scope and timetable, producing literally 384,000 pages of documents and scheduling and participating in numerous depositions, all under enormous time pressure.

43. The importance of the 363 Transaction and the speed with which it was effectuated cannot be underestimated. WGM's role in this effort was critical and WGM was key to not only its success but to the timeframe in which it was able to occur. The preservation of value, employment and the overall global economy was assured at a critical time in our economic history.

44. After the Court approved the 363 Transaction, WGM played an instrumental role with the Debtors in closing the 363 Transaction and in negotiating and preparing the multitude of documents associated therewith. WGM also addressed on an expedited basis various efforts to stay implementation of the 363 Transaction in the appellate courts, successfully opposing the same and thereby permitting the 363 Transaction to be promptly consummated and avoiding any erosion in the going concern value of the GM business.

45. Wind-Down Process. WGM assisted the Debtors in conducting the orderly liquidation and wind-down of the Debtors' remaining assets and properties. For example, WGM completed the sale of the Debtors' Wilmington Assembly Plant to Fisker Automotive, Inc. for \$20 million, free and clear of liens, claims, interests, and encumbrances, and the assumption and assignment of certain executory contracts and unexpired leases in connection with this sale.

46. In addition to the sale of physical assets owned by the Debtors, the wind-down process involved analyzing the assets and obligations of MLC's subsidiaries to determine the most appropriate means of liquidating each subsidiary. This included reviewing and analyzing the corporate and organizational documents of MLC's many subsidiaries and agreements such as promissory notes, dealership agreements, and other agreements to which MLC or its subsidiaries were a party.

47. To fund the extensive wind-down process, WGM worked intimately with the Debtors, the U.S. Treasury, and Export Development Canada ("EDC") to establish an appropriate DIP Facility and subsequently sought an increase in such facility to assure that adequate financing was available so that an orderly wind-down could be achieved. In connection therewith, WGM worked with the Debtors, the U.S. Treasury, EDC, and their respective counsel on an expedited basis to establish a debtor in possession credit agreement, as well as a wind-down credit agreement, and security documentation to grant the U.S. Treasury and EDC a security interest in certain assets of the Debtors to secure the financing. WGM also worked with counsel for the U.S. Treasury and EDC to review and prepare the documentation necessary for the liquidation of the assets of MLC and the stock of MLC's subsidiaries, including amendments to the debtor in possession and wind-down credit agreements, releases of liens, assignments of promissory notes, and other documents.

48. Asset Sales Other than the 363 Transaction. WGM assisted the Debtors in obtaining an order approving the sale of all the issued and outstanding common shares of GM Strasbourg, which has its primary facility in France, to New GM. In connection with this sale, WGM, including its attorneys from European offices, assisted the Debtors in reviewing and revising agreements relating to GM Strasbourg's product supply, technology licensing, and

engineering services. The sale of the GM Strasbourg facility as a going concern preserved employment for over 1,000 employees and avoided the assertion of potentially significant claims against the Debtors' estates. Moreover, the sale of the GM Strasbourg facility also encompassed the resolution of the Debtors' dispute and litigation with Bayerische Motoren Werke Aktiengesellschaft ("BMW"), resulting in the assignment of a BMW supply contract to GM Strasbourg and the release of all claims against the Debtors' estates.

49. Retention of Ordinary Course and Other Professionals. WGM assisted the Debtors in their interactions with the retained professionals and the ordinary course professionals. WGM devoted significant time to working with and applying for their retention, assisting retained professionals in the fee application process, as well as reviewing monthly statements of retained professionals. WGM worked with the U.S. Trustee to ensure that the requisite disclosures and retention applications are adequate and appropriate. All of this was critical to the efficient and economic administration of these estates.

50. Dealership Matters. The Debtors had approximately 6,000 dealerships in their network at the commencement of these chapter 11 cases. WGM assisted the Debtors in implementing a comprehensive dealer rationalization program involving thousands of participation and wind-down agreements that enabled successful dealerships to continue with New GM while providing underperforming dealerships with significant economic support to wind-down their businesses. Moreover, throughout the Total Compensation Period, WGM prosecuted the rejection of certain dealership agreements, through settlement negotiations and other means. WGM responded to substantive inquiries from dealers, reviewed and analyzed dealer-related agreements and documents, and worked with the Debtors to evaluate numerous proofs of claim filed by dealers.

51. Executory Contracts and Unexpired Leases. As of June 1, 2009, the Debtors were parties to in excess of 750,000 executory contracts and unexpired leases of real and personal property. WGM played a pivotal role in the assumption and assignment process, which was critical to the 363 Transaction. WGM also worked with the Debtors to evaluate numerous executory contracts to determine their appropriate disposition in the context of the wind-down of the Debtors. To this end, WGM prepared numerous omnibus motions to reject executory contracts and unexpired leases of nonresidential real property. In addition, WGM negotiated various settlement agreements with contract counterparties relating to contract rejection claims and drafted hundreds of assumption and assignment agreements in furtherance of the 363 Transaction.

52. Claims. As stated, over 70,000 proofs of claim were filed in these cases. As a result, the claims objection and reconciliation process, which was a prerequisite to the making of any material distributions under a plan, was an enormous task. WGM, in conjunction with the Debtors, initiated a robust reconciliation program proves involving objections to claims, omnibus objections to claims, alternative dispute resolutions procedures and mediation to streamline and economize the process. This enabled WGM to dispose of over 65,000 claims asserted in amounts in excess of \$250 billion and was instrumental in the very substantial distribution which was made to holders of allowed claims shortly after the Plan went effective. In fact, without this process spearheaded by WGM, distributions would have been substantially delayed to the detriment of all valid claims holders.

53. Asbestos Liability. In order to assure that all holders of asbestos personal injury claims—both present and future—were fairly treated under a plan, WGM insisted that the Plan incorporate a structure similar to an injunction under section 524(g) of the Bankruptcy Code.

In this regard, WGM petitioned the Court for the appointment of a legal representative for future asbestos personal injury claimants and initiated the process for the parties to either negotiate or litigate an estimated liability for present and future asbestos claims so that the claim could be addressed by a trust structure under a chapter 11 plan. Throughout this undertaking, WGM was instrumental in fostering negotiation, interfacing with all of the parties with the goal of achieving a consensual resolution rather than having to resort to costly and protracted litigation which would only serve to increase expenses of administration and delay distribution to creditors. Notably, WGM's efforts were successful. A consensual resolution was achieved, litigation was avoided and a fair and equitable resolution and treatment of asbestos personal injury claims was embodied in the Plan, which is designed to assume that future claimants will share equally and ratably in the consideration to be distributed under the Plan.

54. Chapter 11 Plan. The Plan and its accompanying Disclosure Statement were the culmination of these cases. The Plan formulated and drafted by APS and WGM provides for the orderly distribution of the Debtors' assets and provides for an environmental trust that assumes the appropriate environmental disposition of the Debtors' idle manufacturing and other sites. Confirmation and implementation of the Plan was accomplished in less than two years—a remarkable achievement in cases of this magnitude and complexity, and is a testament to the dedication and resources devoted by WGM toward a prompt, efficient and economical resolution of these cases.

55. Under any assessment, the results achieved in these cases is no less than remarkable. An iconic business enterprise was saved and now prospers, an economic catastrophe was avoided and hundreds of thousands of jobs were preserved. In addition, the Debtors' estates were efficiently and expeditiously wound up, environmentally contaminated sites properly

addressed and significant distributions made to holders of allowed claims quickly achieved.

WGM is exceedingly proud of these accomplishments and firmly believes that its services were critical and instrumental to the extraordinary success of these cases. Under the circumstances, the compensation sought is reasonable and appropriate and should be approved.

56. The professional services performed by WGM were actual, necessary, and appropriate to the administration of the Debtors' chapter 11 cases. The professional services performed by WGM were in the best interests of the Debtors and other parties in interest. Compensation for such services as requested is commensurate with the complexity, importance, and nature of the issues and tasks involved. As stated, the professional services were performed expeditiously and efficiently.

57. The professional services performed by members and associates of WGM were rendered largely by the Business Finance & Restructuring, Corporate, Litigation, and Tax Departments in several offices. WGM has a preeminent Business Finance & Restructuring practice and enjoys a national reputation for its expertise in financial reorganizations, restructurings of troubled entities, and chapter 11 cases, with approximately 115 attorneys that specialize in this area of law.

58. The professional services performed by WGM on behalf of the Debtors during the Total Compensation Period required an aggregate expenditure of 85,775.3 recorded hours by WGM's members, counsel, associates, law clerks, and paraprofessionals. Of the aggregate time expended, 20,286.1 recorded hours were expended by partners and counsel of WGM, 49,411.2 recorded hours were expended by associates, 753.9 recorded hours were expended by law clerks, and 14,563 recorded hours were expended by paraprofessionals of WGM.

59. During the Total Compensation Period, WGM billed the Debtors for time expended by attorneys based on hourly rates ranging from \$250 to \$990 per hour for domestic attorneys and \$260 to \$1000 for foreign attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate of approximately \$602.53 (based on 85,775.3 recorded hours for attorneys at WGM's regular billing rates in effect at the time of the performance of services).

Actual and Necessary Disbursements of WGM

60. As set forth in Exhibit C hereto, WGM has disbursed \$278,376.56 and \$1,527,689.90 as expenses incurred in providing professional services during the Fifth Interim Compensation Period and Total Compensation Period, respectively. These expenses are reasonable and necessary in light of the size and complexity of the Debtors' cases.

61. The time constraints facing the Debtors, along with the sheer magnitude of tasks generated by these cases, have required WGM's attorneys and other employees to devote significant time during the evenings and on weekends to perform legal services on behalf of the Debtors. Such services were essential to maximize value, timely respond to motions and objections, and address the demands involved in the wind-down of the Debtors' affairs and the administration of these complex chapter 11 cases.

62. While WGM has not charged the Debtors for any overtime expenses, consistent with firm policy, attorneys and other employees of WGM who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation from the office to home. WGM's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the UST Guidelines.

63. With respect to photocopying expenses, WGM charges all of its clients \$.10 per page. With respect to facsimile expenses, in compliance with the UST Guidelines, WGM does not charge for facsimile transmissions, other than the cost of long distance facsimiles at applicable toll charge rates, which invariably are less than the \$1.25 per page amount permitted by the UST Guidelines. Each of these categories of expenses does not exceed the maximum rate set by the UST Guidelines. These charges are intended to cover WGM's direct operating costs, which costs are not incorporated into the WGM hourly billing rates. Only clients who actually use services of the types set forth in Exhibit C are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow WGM to cover the related expenses of its photocopying service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

64. In addition, because of the global scope of the Debtors' affairs, frequent long distance and international telephone calls were required. On many occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These disbursements are not included in WGM's overhead for the purpose of setting billing rates. WGM has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

The Requested Compensation Should Be Allowed

65. Sections 330 and 331 of the Bankruptcy Code provide for interim and final compensation of professionals. 11 U.S.C. §§ 330, 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” *Id.* § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

66. In the instant case, WGM submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to the preservation and maximization of value for all stakeholders and

to the orderly administration of the Debtors' chapter 11 estates. WGM has worked assiduously to anticipate or respond to the issues that have arisen and has played a critical role in assuring that the Debtors' chapter 11 cases were administered expeditiously and economically. Such services and expenditures were necessary to and in the best interests of the Debtors' estates and creditors. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest. Indeed, as stated, the results achieved here were extraordinary.

67. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, WGM sought to minimize the costs of its services to the Debtors by utilizing talented junior attorneys and paraprofessionals to handle more routine aspects of case administration. Groups of the same WGM attorneys were utilized for similar tasks in these cases to minimize the costs of intra-WGM communication and education about the Debtors' circumstances.

68. In sum, the services rendered by WGM were necessary and beneficial to the Debtors' estates and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Moreover, these cases were extremely successful in every respect and economically and equitably administered. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

Notice

69. Notice of this Application has been provided to parties in interest in accordance with the Sixth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated May 5, 2011

(ECF No. 10183). WGM submits that such notice is sufficient and no other or further notice need be provided.

70. No previous request for the relief sought herein has been made by the WGM to this or any other Court other than the previous applications for interim allowances referred to herein.

Conclusion

71. WGM respectfully requests the Court enter an order authorizing (i) the final allowance of compensation for professional services rendered during the Fifth Interim Compensation Period in the aggregate amount of \$9,487,164.56, consisting of \$9,208,788 representing 100% of professional fees incurred and \$278,376.56 representing 100% of actual and necessary expenses incurred; (ii) the final allowance of compensation for professionals services rendered during the Total Compensation Period in the aggregate amount of \$46,069,959.38, consisting of \$44,722,014.30 representing fees incurred and \$1,347,945.08 representing actual and necessary expenses incurred; (iii) directing payment by the Debtors of the difference between the amounts allowed and the amounts previously paid by the Debtors pursuant to the Administrative Order; and (iv) such other and further relief as is just.

WHEREFORE, WGM respectfully requests that the Court grant the relief requested herein and such other and further relief as is just.

Dated: New York, New York
May 16, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Post-Effective Date Debtors

Exhibit A

Certification

Harvey R. Miller
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Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
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New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
and Post-Effective Date Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.* : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: :
Debtors. : (Jointly Administered)
: :
-----x

**CERTIFICATION UNDER GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT
OF FIFTH AND FINAL APPLICATION OF WEIL, GOTSHAL & MANGES
LLP FOR FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Joseph H. Smolinsky, hereby certify that:

1. I am a partner with the applicant firm, Weil, Gotshal & Manges LLP (“WGM”), with responsibility for the chapter 11 cases of Motors Liquidation Company (f/k/a General Motors Corporation) (“MLC”) and its affiliated debtors, as debtors and debtors in possession in the above-captioned cases (collectively with MLC, the “**Debtors**”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the “**Local Guidelines**”), the U.S. Trustee Guidelines for Reviewing Applications for

Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the “**UST Guidelines**”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (ECF No. 3711) (the “**Administrative Order**,” and together with the Local Guidelines and the UST Guidelines, the “**Guidelines**”).

2. This certification is made in respect of WGM’s application, dated May 16, 2011 (the “**Application**”), for compensation and reimbursement of expenses for the period commencing October 1, 2010 through and including March 29, 2011 (the “**Fifth Interim Compensation Period**”), and for final compensation and reimbursement of expenses for the period commencing June 1, 2009 through and including March 29, 2011 (the “**Final Compensation Period**”) in accordance with the Guidelines.

3. In respect of section C.1 of the Local Guidelines, I certify that:
 - a. I have read the Application;
 - b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
 - c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by WGM and generally accepted by WGM’s clients except that WGM voluntarily elected not to apply the firm’s standard rate increases in effect between January 1, 2011 and March 29, 2011; and
 - d. in providing a reimbursable service, WGM does not make a profit on that service, whether the service is performed by WGM in-house or through a third party.

4. In respect of section A.2 of the Local Guidelines and as required by the Administrative Order, I certify that WGM has complied with these provisions requiring it to provide counsel for the statutory committee of unsecured creditors appointed in these cases (the “**Creditors’ Committee**”) and the Debtors, with a statement of WGM’s fees and disbursements

accrued during each month, although, due to the exigencies of these cases, such statements were not always provided within the exact timetables set forth in the Administrative Order.

5. In respect of section A.3 of the Local Guidelines, I certify that the Debtors, attorneys for the Creditors' Committee, and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

Dated: New York, New York
May 16, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Post-Effective Date Debtors

Exhibit B

**Summary of Services Rendered by Weil, Gotshal & Manges LLP for the
Fifth Interim Compensation Period of October 1, 2010 Through March 29,
2011 and the Total Compensation Period of June 1, 2009 Through March 29, 2011**

NAME OF PROFESSIONAL PERSON PARTNERS & COUNSELS:	DEPARTMENT AND YEAR ADMITTED ⁹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Buessemaker, Arnold (Muinch Office)	CORP 1999	\$710.00	.30	\$213.00	.30	\$213.00
Miller, Harvey R.	BFR 1958	\$960.00 - \$990.00	16.20	\$16,038.00	671.20	\$641,386.00
Warren, Irwin H.	LR 1975	\$950.00 - \$990.00	18.90	\$18,711.00	557.20	\$531,976.00
Waksman, Ted S.	CORP 1974	\$925.00 - \$990.00	.30	\$297.00	182.40	\$168,798.00
Comet, Howard B.	LR 1976	\$865.00	8.50	\$7,352.50	8.50	\$7,352.50
Kam, Michael K.	TAX 1987	\$875.00-\$900.00	4.90	\$4,410.00	95.20	\$84,082.50
Goldring, Stuart J.	TAX 1984	\$900.00 - \$990.00	65.50	\$64,845.00	373.10	\$350,406.00
Dicker, Howard B.	CORP 1990	\$850.00 - \$925.00	.20	\$185.00	6.40	\$5,552.50
Albanese, Anthony J.	LR 1997	\$760.00 - \$820.00	30.60	\$25,092.00	125.00	\$98,024.00
Berkovich, Ronit J.	BFR 2002	\$725.00	7.60	\$3,915.00	125.30	\$87,036.25
Druon, Philippe (Paris Office)	BFR 1996	\$910.00 - \$945.00	19.50	\$18,427.50	438.90	\$412,366.50
Berz, David R.	LR 1973	\$860.00 - \$900.00	884.20	\$795,780.00	3,679.50	\$3,252,610.00
Guy, Ray T.	LR 1976	\$850.00 - \$885.00	.50	\$442.50	283.70	\$241,075.75
Dixon, Catherine T.	CORP 1982	\$950.00 - \$990.00	2.80	\$2,772.00	43.20	\$42,244.00

⁹ BFR- Business Finance & Restructuring, CORP – Corporate, LR – Litigation/Regulatory, TAX – Tax, S – Securitisation, LS – Litigation Support, * Not yet admitted to the bar.

NAME OF PROFESSIONAL PERSON PARTNERS & COUNSEL:	DEPARTMENT AND YEAR ADMITTED ⁹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Karotkin, Stephen	BFR 1977	\$950.00 - \$990.00	358.10	\$351,153.00	1,771.70	\$1,688,069.50
Gietz, Raymond O.	CORP 1982	\$900.00 - \$990.00	128.90	\$127,611.00	575.80	\$535,612.50
Nave, Douglas A.(London Office)	LR 1985	\$1,000.00	0.00	\$0.00	20.20	\$20,200.00
Beagles, Vance L.	LR 1993	\$790.00 - \$885.00	228.20	\$180,534.25	747.80	\$592,552.00
Smolinsky, Joseph H.	BFR 1989	\$825.00 - \$900.00	610.70	\$541,395.00	2,470.80	\$2,127,911.25
Osterman, Jeffrey D.	CORP 1996	\$790.00 - \$845.00	0.00	\$0.00	143.50	\$114,289.00
Zambrano, Angela C.	LR 1997	\$725.00 - \$780.00	249.80	\$189,111.00	626.80	\$475,720.50
Baer, Lawrence J. (Counsel)	LR 1984	\$700.00 - \$720.00	.50	\$360.00	136.70	\$96,124.00
Meises, Michele J. (Counsel)	BFR 1992	\$650.00 - \$700.00	1,062.50	\$731,710.00	3,620.40	\$2,452,665.00
McCaffrey, Carolyn S.	T&E 1974	\$950.00	9.70	\$9,215.00	16.40	\$15,580.00
Radin, Stephen A.	LR 1984	\$950.00	5.20	\$4,940.00	5.20	\$4,940.00
Lefkowitz, David S.	CORP 1987	\$950.00 - \$990.00	2.50	\$2,475.00	102.30	\$99,269.00
Tsekerides, Theodore E.	LR 1994	\$740.00	4.90	\$3,626.00	4.90	\$3,626.00
Shim, Soo-Jin	CORP 1988	\$725.00 - \$780.00	4.00	\$3,120.00	388.50	\$281,910.00
Hird, David B.	LR 1977	\$790.00 - \$845.00	124.20	\$102,963.25	396.80	\$327,760.75
O'Loughlin, Jr., John B. (counsel)	LR 1996	\$650.00 - \$700.00	10.10	\$7,070.00	58.10	\$38,675.00
Hartmann, Michelle L.	LR 2001	\$695.00	89.60	\$64,960.00	89.60	\$64,960.00
Hull, Gregory D.	LR 1973	\$670.00 - \$700.00	62.30	\$43,610.00	85.30	\$59,704.00
Baudry d'Asson (de), Arthur (Paris Office)	CORP 1996	\$945.00	2.50	\$2,362.50	9.00	\$8,505.00
Jacoby, Mark A.	LR 1966	\$825.00	0.00	\$0.00	3.70	\$3,052.50
Gold, Simeon	CORP 1974	\$925.00	0.00	\$0.00	4.50	\$4,162.50

NAME OF PROFESSIONAL PERSON PARTNERS & COUNSELORS:	DEPARTMENT AND YEAR ADMITTED ⁹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Messineo, Robert L.	CORP 1979	\$925.00	0.00	\$0.00	9.7	\$8,972.50
Epstein, Michael A.	CORP 1980	\$950.00	0.00	\$0.00	16.70	\$15,865.00
Buhle, Warren T.	CORP 1977	\$900.00	0.00	\$0.00	1.80	\$1,620.00
Krasnow, Richard P.	BFR 1972	\$950.00 - \$950.00	0.00	\$0.00	0.70	\$681.00
Mette, Daniel J.	CORP 1984	\$825.00	0.00	\$0.00	32.90	\$27,142.50
Bloch, Matthew	CORP 1986	\$850.00	0.00	\$0.00	1.30	\$1,105.00
Zylberberg, Samuel M.	CORP 1988	\$790.00	0.00	\$0.00	3.80	\$3,002.00
Nocco, Frank P.	CORP 1989	\$875.00	0.00	\$0.00	0.50	\$437.50
Chivers, Corey	CORP 1992	\$850.00 - \$900.00	0.00	\$0.00	3.50	\$3,005.00
Horton, Jr., William H.	TAX 1977	\$825.00	0.00	\$0.00	1.60	\$1,320.00
Zalenski, Walter E.	LR 1985	\$790.00	0.00	\$0.00	12.00	\$9,480.00
Bahlke, Conrad G.	CORP 1985	\$790.00	0.00	\$0.00	26.90	\$21,251.00
Blanchard, Kimberly S.	TAX 1982	\$900.00 - \$950.00	0.00	\$0.00	137.70	\$124,685.00
Landau, Malcolm E.	COPR 1984	\$790.00 - \$845.00	0.00	\$0.00	12.30	\$9,739.00
Miller, Rodney D.	CORP 1993	\$810.00	0.00	\$0.00	0.30	\$243.00
Dedyo, John J.	CORP 1989	\$850.00 - \$900.00	0.00	\$0.00	21.20	\$18,030.00
Lemons, Robert J.	BFR 2001	\$725.00	0.00	\$0.00	192.60	\$139,635.00
Ramsay, Stanley	TAX 2001	\$700.00	0.00	\$0.00	1.00	\$700.00
Pappas, Nicholas J.	LR 2989	\$845.00	0.00	\$0.00	1.0	\$845.00
Neuwirth, John A.	LR 1997	\$760.00 - \$820.00	0.00	\$0.00	280.50	\$213,276.00
Millstein, Ira M.	CORP 1949	\$950.00	0.00	\$0.00	7.00	\$6,650.00

NAME OF PROFESSIONAL PERSON PARTNERS & COUNSELORS:	DEPARTMENT AND YEAR ADMITTED ⁹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Tanenbaum, Jeffrey L.	BFR 1977	\$950.00	0.00	\$0.00	228.00	\$216,600.00
Chatzinoff, Howard	CORP 1978	\$950.00	0.00	\$0.00	6.60	\$6,270.00
Odoner, Ellen	CORP 1978	\$990.00	0.00	\$0.00	2.50	\$2,475.00
Green, Frederick S.	CORP 1980	\$950.00	0.00	\$0.00	0.80	\$760.00
Danilow, Greg A.	LR 1975	\$950.00	0.00	\$0.00	2.10	\$1,995.00
Arvin, Maskin	LR 1978	\$925.00 - \$990.00	0.00	\$0.00	15.30	\$14,627.00
Do, Danielle D.	CORP 2000	\$725.00	0.00	\$0.00	37.40	\$27,115.00
Gregory, Holly J.	CORP 1987	\$810.00 - \$885.00	0.00	\$0.00	30.20	\$25,729.50
Reid, Penny P.	LR 1989	\$850.00	0.00	\$0.00	42.30	\$35,955.00
Chandler, Todd R.	CORP 1993	\$790.00 - \$845.00	0.00	\$0.00	54.30	\$42,974.00
Ginsburg, Richard A.	CORP 1994	\$790.00	0.00	\$0.00	193.70	\$153,023.00
Kirschner, Elyse G.	T&E 1994	\$740.00	0.00	\$0.00	1.30	\$962.00
Bale, Morgan	CORP 1995	\$760.00	0.00	\$0.00	0.90	\$684.00
Bernstein, Andrea	CORP 1978	\$860.00	0.00	\$0.00	24.50	\$21,070.00
Marks, Benjamin E.	LR 1998	\$725.00	0.00	\$0.00	2.90	\$2,102.50
Peck, Steven M.	CORP 1987	\$790.00	0.00	\$0.00	23.70	\$18,723.00
Sullivan, Kevin J.	CORP 1996	\$725.00	0.00	\$0.00	0.30	\$217.50
Bower, David I.	TAX 1979	\$790.00 - \$845.00	0.00	\$0.00	9.20	\$7,554.00
Himelfarb, P. J.	CORP 1991	\$725.00 - \$780.00	0.00	\$0.00	1.10	\$825.00
Connolly, Annemargaret	CORP 1988	\$790.00 - \$845.00	0.00	\$0.00	49.30	\$39,277.00
Strochak, Adam P.	BFR 1993	\$790.00	0.00	\$0.00	0.50	\$395.00

NAME OF PROFESSIONAL PERSON PARTNERS & COUNSELORS:	DEPARTMENT AND YEAR ADMITTED ⁹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Bernstein, Steven K.	LR 1991	\$865.00	0.00	\$0.00	27.00	\$23,355.00
Azcuy-Diaz, Beatriz	CORP 1994	\$725.00	0.00	\$0.00	147.00	\$106,575.00
Youngman, Stephen A.	BFR 1985	\$845.00	0.00	\$0.00	0.40	\$338.00
Ballack, Karen N.	CORP 1987	\$810.00	0.00	\$0.00	3.00	\$2,430.00
Adas, Craig W.	CORP 1991	\$900.00	0.00	\$0.00	8.00	\$7,200.00
Cox, Christopher	LR 1990	\$845.00	0.00	\$0.00	3.30	\$2,788.50
Drueke, Heiner (Frankfurt Office)	TAX 1990	\$745.00	0.00	\$0.00	5.10	\$3,799.50
Boerst, Juergen (Frankfurt Office)	CORP 1991	\$745.00 - \$805.00	0.00	\$0.00	230.60	\$182,009.00
Grauke, Britta (Frankfurt Office)	LR 1988	\$835.00	0.00	\$0.00	9.20	\$7,682.00
Grauke, Stephan K.(Frankfurt Office)	CORP 1991	\$805.00 - \$835.00	0.00	\$0.00	68.90	\$55,515.50
Francies, Mike (London Office)	CORP 1981	\$1,000.00	0.00	\$0.00	32.80	\$32,800.00
Fishley, Barry (London Office)	CORP 1990	\$930.00	0.00	\$0.00	3.20	\$2,976.00
Priestley, Sarah (London Office)	TAX 1994	\$1,000.00	0.00	\$0.00	0.50	\$500.00
Etherton, Joanne (London Office)	TAX 1990	\$930.00 - \$990.00	0.00	\$0.00	1.50	\$1,419.00
Cole, James (London Office)	CORP 1994	\$970.00 - \$1,000.00	0.00	\$0.00	19.00	\$18,505.00
Kelly, Jacky (London Office)	S 1991	\$1,000.00	0.00	\$0.00	3.70	\$3,700.00
Norwood, Andrew N.(London Office)	S 1986	\$1,000.00	0.00	\$0.00	3.60	\$3,600.00
Schmidt, Gerhard (Munich Office)	CORP 1986	\$1000.00	0.00	\$0.00	3.50	\$3,500.00
Daudier de Cassini, Jean-Dominique	BFR 1992	\$945.00	0.00	\$0.00	1.80	\$1,701.00
Ferla, Romain (Paris Office)	LR 1999	\$725.00	0.00	\$0.00	6.00	\$4,350.00

NAME OF PROFESSIONAL PERSON PARTNERS & COUNSEL:	DEPARTMENT AND YEAR ADMITTED ⁹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Zawadowski, Artur (Warsaw Office)	CORP 1997	\$645.00 - \$695.00	0.00	\$0.00	11.70	\$7,856.50
Dederick, David S. (Budapest Office)	CORP 1988	\$515.00	0.00	\$0.00	7.50	\$3,862.50
Zak, Lukasz (Counsel) (Warsaw Office)	LR 2003	\$490.00	0.00	\$0.00	8.10	\$3,969.00
Asofsky, Paul (Counsel)	TAX 1966	\$925.00	0.00	\$0.00	0.40	\$370.00
Sipple, John M. (Counsel)	LR 1980	\$740.00 - \$775.00	0.00	\$0.00	48.00	\$35,558.50
Tarbert, Heath (Counsel)	CORP 2003	\$700.00	0.00	\$0.00	0.70	\$490.00
Bronson, Ardith (Counsel)	LR 2000	\$650.00	0.00	\$0.00	73.20	\$47,580.00
O'Toole, Jr., Patrick J. (Counsel)	LR 1991	\$650.00	0.00	\$0.00	0.70	\$455.00
Margolis, Steven M. (Counsel)	TAX 1990	\$700.00	0.00	\$0.00	1.00	\$700.00
Whittaker, Donald R. (Counsel)	CORP 1983	\$670.00	0.00	\$0.00	2.20	\$1,474.00
Ferrillo, Paul A. (Counsel)	LR 1989	\$700.00	0.00	\$0.00	158.70	\$111,090.00
Burshtine, Ram	CORP 2002	\$700.00	0.00	\$0.00	5.50	\$3,850.00
Feltham, Timothy S.	TAX 1989	\$720.00	0.00	\$0.00	1.00	\$720.00
Waldbaum, Brian A. (Counsel)	CORP 1999	\$650.00	0.00	\$0.00	29.50	\$19,175.00
Total Partners and Counsel			4,013.70	\$3,324,696.50	20,286.10	\$16,867,323.50

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹⁰	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – Mach 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Smith, Leslie S.	CORP	1995	\$640.00 - \$695.00	223.90	\$155,610.50	960.70
Gold, Emily L.	CORP	2006	\$630.00	6.70	\$4,221.00	6.70
Heyliger, Adelaja	CORP	1998	\$580.00 - \$665.00	.60	\$399.00	118.80
Dummer, David W.	LR	1999	\$640.00 - \$695.00	56.30	\$39,128.50	565.80
Shiffman, Jonathan	LR	2000	\$640.00 - \$695.00	3.20	\$2,224.00	267.70
Spizzichino, Lionel (Paris Office)	BFR	2000	\$690.00 - \$700.00	8.10	\$5,589.00	372.10
Eckols, Erin D.	LR	2003	\$580.00 - \$665.00	0.00	\$0.00	139.80
Mapes, Justin G.	CORP	2003	\$580.00 - \$685.00	80.30	\$55,005.50	500.80
Allen, Margaret H.	LR	2004	\$540.00 - \$665.00	737.40	\$471,861.25	1,612.60
Goodman, Max A.	TAX	2004	\$580.00 - \$685.00	72.60	\$49,137.00	526.20
Morrissy, Stuart	CORP	2001	\$695.00	1.20	\$834.00	1.20
Lederman, Evan S.	BFR	2005	\$500.00 - \$595.00	288.30	\$166,629.75	2,787.20
Christensen, Evert J.	LR	2007	\$415.00 - \$515.00	0.00	\$0.00	471.60
Decker, Sarah M.	LR	2007	\$465.00 - \$595.00	523.40	\$304,376.00	931.60
O'Connor, John T.	LR	2007	\$415.00 - \$550.00	21.40	\$11,038.50	478.20
Wine, Jennifer L.	LR	2007	\$465.00 - \$595.00	314.20	\$179,018.50	683.90

¹⁰ BFR- Business Finance & Restructuring, CORP – Corporate, LR – Litigation/Regulatory, TAX – Tax, S – Securitisation, LS – Litigation Support, * Not yet admitted to the bar.

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Benfield, Brianna N.	LR	2008	\$355.00 - \$515.00	549.30	\$263,740.75	2,112.30
Burns, Gregory C.	TAX	2008	\$465.00 - \$595.00	37.60	\$21,863.50	379.80
Laken, Lacey	BFR	2008	\$415.00 - \$550.00	365.50	\$192,044.50	1,953.80
Pae, Joonbeom	TAX	2008	\$415.00 - \$550.00	17.70	\$9,150.50	486.00
Pruzansky, Jason	LR	2008	\$415.00 - \$515.00	0.00	\$0.00	176.00
Arons, Andrew	CORP	2009	\$335.00 - \$550.00	155.30	\$77,159.50	1,048.00
Liroff, Alexander R.	CORP	2009	\$395.00	0.00	\$0.00	19.60
Falabella, Pablo	BFR	2009	\$415.00 - \$550.00	903.70	\$481,031.50	3,473.90
Hatcher, R. Todd T.	TAX	2009	\$355.00 - \$455.00	0.00	\$0.00	185.20
Yates, Erin K.	LR	2009	\$355.00 - \$455.00	3.30	\$1,501.50	282.00
Vermynck, Alexandre (Paris Office)	LR	2009	\$275.00	0.00	\$0.00	23.00
Berkovich, Ronit	BFR	2002	\$630.00	0.00	\$0.00	1,052.30
Brooks, Russell	BFR	2010	\$355.00 - \$455.00	316.10	\$139,753.25	3,092.60
Rosen, Chelsea	BFR	2010	\$395.00	20.40	\$8,058.00	338.90
Law, Erin J.	LR	2000	\$640.00 - \$695.00	141.10	\$98,064.50	355.40
Griffiths, David N.	BFR	2007	\$515.00 - \$550.00	366.70	\$198,578.50	567.40
Byeff, David P.	LR	2009	\$455.00 - \$515.00	156.10	\$77,037.50	271.50
Morton, Matthew D.	LR	2001	\$580.00 - \$685.00	445.60	\$302,832.00	1,606.20
Petherbridge, Vaughan	CORP	2001	\$580.00 - \$685.00	176.40	\$119,886.00	525.20
Goslin, Thomas D.	LR	2003	\$500.00 - \$630.00	828.90	\$510,846.00	2,236.80
						\$1,281,220.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Noury, Anne-Sophie (Paris Office)	BFR	2006	\$525.00 - \$615.00	20.60	\$12,669.00	230.30
Obaro, Bambo	LR	2009	\$395.00	61.60	\$25,052.00	177.10
Tran, Hongan N.	LR	2009	\$395.00 - \$455.00	153.60	\$61,638.00	363.80
Ligon, John C.	LR	2009	\$395.00	88.70	\$35,036.50	88.70
DeRousselle, Paul T.	LR	2010	\$395.00	27.90	\$11,020.50	27.90
Klein, Daniel S.	LR	2009	\$465.00 - \$515.00	35.00	\$18,025.00	178.10
Bremer, Carmen E.	LF	2003	\$580.00 - \$685.00	25.10	\$17,041.50	100.40
Hartmann, Michelle L.	LR	2001	\$695.00	44.30	\$30,788.50	181.30
Hueske, Will A.	BFR	2010	\$395.00	47.40	\$18,723.00	47.40
Arnedo, Cariza D.	LR	2009	\$395.00	8.70	\$3,436.50	8.70
Wright, Miles J.	LR	2004	\$630.00	2.20	\$1,386.00	6.70
Mullen, Richard	BFR	2010	\$395.00	108.60	\$42,442.75	108.60
Wu, Edward	BFR	2009	\$395.00 - \$455.00	759.20	\$320,951.50	789.70
Neely, Christopher M.	LR	2009	\$515.00 - \$550.00	508.20	\$270,497.50	859.80
Hoehne, Debora	BFR	2008	\$550.00	1.20	\$660.00	1.20
Parker, Christopher M.	T&E	1996	\$695.00	33.70	\$23,421.50	92.80
Chow, Bernice	CORP	2009	\$465.00 - \$595.00	8.50	\$5,057.50	326.00
Shen, Shu-Ping	TAX	2009	\$550.00	19.40	\$10,670.00	19.40
Vron, Victoria	BFR	2004	\$540.00 - \$665.00	1.50	\$997.50	99.80
Tseng, Conray C.	BFR	2007	\$595.00	238.00	\$141,610.00	238.00
Schmidt, Stefanie K.	BFR	2008	\$415.00 - \$550.00	5.40	\$2,970.00	19.90

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Reicher, Aliza	BFR	2008	\$550.00	242.30	\$132,852.50	242.30
Morgan, Garbiel A.	BFR	2009	\$515.00	120.10	\$61,851.50	120.10
York, Bryant S.	LR	2006	\$630.00	57.10	\$35,973.00	57.10
Cutting, Dionne	CORP	2009	\$415.00 - \$515.00	26.00	\$13,390.00	181.80
Godhard, Peter	CORP	2009	\$465.00 - \$595.00	3.00	\$1,785.00	239.30
Butenas, John	CORP	1991	\$600.00 - \$695.00	23.00	\$15,985.00	71.80
Williams, Olanrewaju A.	CORP	2007	\$465.00	0.00	\$0.00	5.50
Biernacki, Jakub	CORP	2008	\$415.00 - \$515.00	0.00	\$0.00	49.70
Brondar, Vigdis	CORP	2008	\$415.00 - \$515.00	0.00	\$0.00	104.00
Kalayoglu, Sinan	CORP	2008	\$415.00	0.00	\$0.00	79.40
Offir, Itay	CORP	2008	\$415.00	0.00	\$0.00	51.50
Meyrowitz, Melissa	CORP	1999	\$640.00	0.00	\$0.00	10.40
Yuan, Jie	CORP	2007	\$465.00	0.00	\$0.00	2.30
Fennell, Gregory	CORP	2004	\$540.00	0.00	\$0.00	3.10
Woodworth, Andrew J.	CORP	2005	\$540.00	0.00	\$0.00	27.60
Pierce, Nathan M.	BFR	2007	\$415.00	0.00	\$0.00	576.40
Kim, Hyun K.	CORP	2005	\$540.00 - \$630.00	0.00	\$0.00	24.20
Martialay, Elizabeth A.	CORP	1996	\$580.00	0.00	\$0.00	12.20
DeGeest, Oliver	CORP	2010	\$550.00	0.00	\$0.00	11.80
Spanierman, Brooke	CORP	1988	\$540.00	0.00	\$0.00	4.90
Adamich, JoLee	CORP	1998	\$580.00	0.00	\$0.00	125.60
						\$72,848.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours	
ASSOCIATES::							
Konig, Robert	CORP	2004	\$500.00	0.00	\$0.00	30.80	\$15,400.00
Cheng, Jennifer	CORP	2009	\$415.00	0.00	\$0.00	1.30	\$539.50
Hawkins, Eric C.	LR	2008	\$415.00	0.00	\$0.00	0.90	\$373.50
Horwitz, Maurice	BFR	2008	\$415.00	0.00	\$0.00	0.10	\$41.50
Gelfand, Joshua S.	TAX	2007	\$355.00	0.00	\$0.00	2.50	\$887.50
Burshtine, Ram	CORP	2002	\$640.00	0.00	\$0.00	444.60	\$284,544.00
Hahn, Arlene A.	CORP	2002	\$640.00 - \$695.00	0.00	\$0.00	164.80	\$105,906.50
Gandhi, Ashish D.	LR	2002	\$630.00	0.00	\$0.00	273.60	\$172,368.00
Nagar, Roshelle A.	CORP	1989	\$640.00	0.00	\$0.00	27.60	\$17,664.00
Malloy, Lavell	LR	2002	\$610.00	0.00	\$0.00	22.90	\$13,969.00
Platkov, Margarita	LR	2001	\$580.00	0.00	\$0.00	29.80	\$17,284.00
Heller, Amy E.	T&E	2002	\$610.00 - \$685.00	0.00	\$0.00	1.20	\$769.50
Woller, Scott D.	LR	2005	\$540.00	0.00	\$0.00	58.90	\$31,806.00
Wagener, Jackson P.	LR	2007	\$500.00	0.00	\$0.00	135.40	\$67,700.00
Rosen, Marc B.	CORP	2007	\$465.00 - \$550.00	0.00	\$0.00	118.50	\$56,088.50
Stein, Steven B.	CORP	2008	\$415.00	0.00	\$0.00	7.90	\$3,278.50
Hines, Nichole	LR	2008	\$415.00 - \$515.00	0.00	\$0.00	188.60	\$78,329.00
Perry, Adrian	CORP	2009	\$355.00	0.00	\$0.00	20.80	\$7,384.00
Quinn, Georgia D.	CORP	2008	\$415.00	0.00	\$0.00	85.50	\$35,482.50
Bergman, Matthew D.	CORP	2009	\$355.00	0.00	\$0.00	330.50	\$117,327.50
Cohen, David A.	CORP	2009	\$355.00	0.00	\$0.00	3.80	\$1,349.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Depowski, Kristen Leigh	CORP	2009	\$355.00	13.20	\$6,798.00	45.90
Esposito, Michael J.	CORP	2010	\$355.00 - \$455.00	0.00	\$0.00	70.00
Fasbender, Jordan Rachel	CORP	2009	\$355.00	0.00	\$0.00	12.80
Feit, Adam J.	CORP	2008	\$355.00	0.00	\$0.00	5.00
Yunis, Benjamin H.	LR	2009	\$415.00	0.00	\$0.00	80.00
Haberman, Noam I.	CORP	2009	\$355.00	0.00	\$0.00	6.60
Lennox, Maria N.	CORP	2008	\$455.00	0.00	\$0.00	0.90
Kulawik, Tomasz	CORP	2006	\$355.00 - \$455.00	0.00	\$0.00	107.30
Luise, Christopher T.	LR	2009	\$355.00	0.00	\$0.00	117.50
Pendleton, Megan	CORP	2009	\$355.00	0.00	\$0.00	98.30
Sapp, Jennifer	BFR	2009	\$355.00	0.00	\$0.00	0.20
Schermerhorn, Peter	CORP	2009	\$355.00	0.00	\$0.00	1.10
Yung, Kevin	CORP	2009	\$355.00	0.00	\$0.00	58.40
Herman, Michelle F.	CORP	2004	\$580.00	0.00	\$0.00	34.20
Seltzer, Steven	CORP	2006	\$465.00	0.00	\$0.00	50.50
Duffo Weinstock, David	CORP	2008	\$415.00	0.00	\$0.00	50.70
Weitzner, Stephanie L.	LR	2009	\$415.00	0.00	\$0.00	1.00
Van Deurzen, Josh	CORP	2009	\$355.00 - \$455.00	0.00	\$0.00	279.20
Rana, Faraz	CORP	2009	\$415.00	0.00	\$0.00	93.80
Hoelzer, Lauren	LR	2006	\$465.00	0.00	\$0.00	3.70
Reyes, Gabriel	TAX	2009	\$355.00	0.00	\$0.00	0.20

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Speiser, Matthew M.	CORP	2009	\$355.00	0.00	\$0.00	46.00
Trivedi, Sujan H.	LR	2008	\$465.00	0.00	\$0.00	99.40
Blevin, John W.	CORP	2005	\$630.00	0.00	\$0.00	19.60
Seales, Jannelle M.	CORP	2009	\$415.00	0.00	\$0.00	5.50
Peterman, N. Damali	CORP	2009	\$355.00	0.00	\$0.00	8.80
Firestone, Michael	LR	2004	\$580.00	0.00	\$0.00	17.30
Lichter, Jason	LR	2005	\$540.00	0.00	\$0.00	25.90
Tran, Diem	LR	2007	\$465.00	0.00	\$0.00	126.40
Jarmer, Christine T.	CORP	1999	\$630.00	0.00	\$0.00	52.30
Magno, Georgia	LR	2006	\$540.00	0.00	\$0.00	131.30
Pais, Harsh	CORP	2007	\$465.00	0.00	\$0.00	498.50
Ross, Jessica S.	CORP	2008	\$415.00	0.00	\$0.00	3.00
Silbert, Gregory S.	LR	2000	\$695.00	0.00	\$0.00	0.10
Iliescu, Amir	CORP	2001	\$580.00	0.00	\$0.00	3.10
Rosenthal, Danielle	LR	2006	\$500.00	0.00	\$0.00	13.30
Perheentupa, Ilkka I.	CORP	2001	\$580.00-\$665.00	0.00	\$0.00	68.40
Imam, Anwar	LR	2005	\$500.00	0.00	\$0.00	44.30
Westerman, Gavin	CORP	2004	\$580.00	0.00	\$0.00	31.50
Goodman, Benjamin A.	CORP	2001	\$630.00	0.00	\$0.00	3.80
Chandis, Vanessa	LR	2006	\$465.00	0.00	\$0.00	108.50
Breidenbach, Michael	TAX	2005	\$500.00	0.00	\$0.00	34.30
						\$17,150.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Amsel, Joshua Sanders	LR	2001	\$640.00 - \$695.00	0.00	\$0.00	439.40
Cooper, Bethany J.	CORP	1999	\$640.00	0.00	\$0.00	7.00
Delaney, Edwin M.	LR	2004	\$540.00	0.00	\$0.00	66.60
Oken, Rima J.	LR	2003	\$610.00	0.00	\$0.00	29.50
Solow, Heather R.	LR	2004	\$580.00	0.00	\$0.00	33.20
Davis, Amanda L.	LR	2003	\$580.00	0.00	\$0.00	18.80
Spencer, Danitra T.	LR	2006	\$540.00	0.00	\$0.00	51.60
Protzmann, Laura J.	LR	2005	\$540.00	0.00	\$0.00	20.40
Morneau, Jeff M.	CORP	2005	\$540.00 - \$630.00	0.00	\$0.00	300.90
Grapsas, Rebecca	CORP	2005	\$540.00	0.00	\$0.00	0.20
Meade, Kevin F.	LR	2005	\$540.00	0.00	\$0.00	15.30
Majid, Saima	BFR	2006	\$500.00	0.00	\$0.00	2.50
Ng, Alexander W.	LR	2006	\$500.00	0.00	\$0.00	48.20
Jaclyn, Elisa	LR	2007	\$465.00	0.00	\$0.00	108.50
Coelho, Sara	BFR	2008	\$465.00 - \$550.00	0.00	\$0.00	1.40
Compagna, Brian	LR	2006	\$465.00	0.00	\$0.00	88.40
Grabill, Jeremy T.	LR	2007	\$465.00 - \$550.00	0.00	\$0.00	129.70
Pancholy, Ritu	LR	2007	\$465.00	0.00	\$0.00	91.20
Oliver, Jennifer M.	LR	2008	\$415.00	0.00	\$0.00	9.10
Davidson, Kasara E.	CORP	2008	\$415.00	0.00	\$0.00	113.30

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Forlenza, Justin	CORP	2008	\$415.00 - \$515.00	0.00	\$0.00	352.90
Freda, Lucia	LR	2008	\$415.00 - \$515.00	0.00	\$0.00	68.10
Khachaturian, S. Alex	LR	2009	\$415.00	0.00	\$0.00	12.70
Lee, June Kyung	LR	2008	\$415.00	0.00	\$0.00	12.40
Newell, Ariane	LR	2009	\$415.00	0.00	\$0.00	72.90
Pathmanaban, Giriraj	LR	2008	\$415.00	0.00	\$0.00	24.40
Behrens, Layne S.R.	LR	2008	\$415.00	0.00	\$0.00	41.80
Maczko, Vanessa L.	T&E	2009	\$455.00	0.00	\$0.00	3.90
Astorga, Patricia	LR	2009	\$355.00	0.00	\$0.00	84.20
Baudler, Matthew	LR	2009	\$355.00	0.00	\$0.00	112.40
Brown, David C.	LR	2009	\$355.00	0.00	\$0.00	5.80
Castellani, Anne K.	LR	2009	\$355.00	0.00	\$0.00	1.40
Chhean, Chhunny	LR	2009	\$355.00	0.00	\$0.00	18.90
Foley, Jared	LR	2009	\$355.00	0.00	\$0.00	103.70
Limmer, Sam	CORP	2009	\$395.00	0.00	\$0.00	12.20
Howatt, Matthew	LR	2009	\$355.00	0.00	\$0.00	45.70
James, Cheryl A.	LR	2009	\$355.00	0.00	\$0.00	26.10
Kendall, Consuelo A.	LR	2009	\$355.00	0.00	\$0.00	5.20
Levy, Zohar Rebecca	LR	2009	\$355.00	0.00	\$0.00	10.40
Lottmann, Annelies	LR	2009	\$355.00	0.00	\$0.00	14.90

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Mayer, Stacey M.	LR	2009	\$355.00	0.00	\$0.00	15.60
Meshkov, David S.	BFR	2009	\$177.50 - \$355.00	0.00	\$0.00	440.80
Milligan, Peter M.	CORP	2010	\$395.00	0.00	\$0.00	4.80
Pearson, Tashanna B.	LR	2009	\$355.00	0.00	\$0.00	20.50
Radetsky, Alex	CORP	2009	\$355.00	0.00	\$0.00	10.80
Salcedo, Nadya	LR	2009	\$355.00	0.00	\$0.00	158.30
Spritz, Matthew M.	LR	2009	\$355.00	0.00	\$0.00	256.00
Turner, Kim P.	LR	2009	\$355.00	0.00	\$0.00	15.70
Veit, Cheri	LR	2009	\$355.00	0.00	\$0.00	92.50
Woodley, RaShawn	LR	2009	\$355.00	0.00	\$0.00	85.00
Bosshard-Blackey, Elizabeth	LR	2007	\$415.00	0.00	\$0.00	71.50
Chapman, Hillary G.	LR	2006	\$465.00	0.00	\$0.00	49.20
Landen, Ronald A.	CORP	2002	\$640.00 - \$695.00	0.00	\$0.00	78.50
McCaffrey, Meghan A	LR	2009	\$355.00	0.00	\$0.00	13.70
Taylor, Amber D.	LR	2005	\$500.00	0.00	\$0.00	64.70
Levine, Alexander	LR	2006	\$500.00	0.00	\$0.00	112.00
Bayles, Seth A.	LR	2006	\$500.00	0.00	\$0.00	224.40
Sadlak, Kristina A	LR	2006	\$465.00	0.00	\$0.00	16.40
Auchterlonie, Sarah J.	LR	2002	\$610.00 - \$685.00	0.00	\$0.00	85.10
Frontczak, Morgan F.	LR	2003	\$630.00	0.00	\$0.00	141.30
Kaplan, Jaime S.	LR	2006	\$500.00	0.00	\$0.00	100.10

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹⁰	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Kucerik, Brianne L.	LR	2007	\$465.00	0.00	\$0.00	6.30
Smith, Michael C	LR	2008	\$465.00	0.00	\$0.00	31.70
Baldwin, Kristin L.	LR	2007	\$465.00	0.00	\$0.00	23.60
Hren, Hielen	LR	2009	\$355.00	0.00	\$0.00	123.40
Razavilar, Pejman	CORP	2005	\$580.00	0.00	\$0.00	31.80
Comer, Samuel J.	CORP	2005	\$540.00	0.00	\$0.00	12.50
Lehson, Alexandra	CORP	2007	\$207.50 - \$415.00	0.00	\$0.00	149.70
Weinroth, Marc	LR	2007	\$415.00	0.00	\$0.00	9.60
Ostroff, Eric W.	LR	2005	\$540.00	0.00	\$0.00	63.50
Roesch, Robert C.	LR	2005	\$500.00	0.00	\$0.00	30.00
Parenti, Meredith	LR	1996	\$695.00	0.00	\$0.00	1.70
Gilbane, Eleanor H.	LR	2002	\$695.00	0.00	\$0.00	0.70
Nelsen, Jennifer M.	LR	2007	\$515.00	0.00	\$0.00	2.80
Carter, Starlett A.	CORP	2007	\$465.00	0.00	\$0.00	69.70
Crews, Kevin T.	CORP	2008	\$355.00	0.00	\$0.00	72.70
Obi, Emmanuel U.	CORP	2007	\$415.00	0.00	\$0.00	5.60
Thompson, Sunny J.	LR	2008	\$455.00	.30	\$154.50	1.60
Gail, David B.	CORP	2008	\$355.00	0.00	\$0.00	87.10
Jacobs, Barry A.	CORP	2005	\$270.00 - \$540.00	0.00	\$0.00	138.10
Stewart, Benjamin L.	LR	2004	\$500.00 - \$595.00	0.00	\$0.00	80.70
White, Richard L.	CORP	2007	\$415.00	0.00	\$0.00	110.70

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Evans, Christopher L.	LR	2009	\$355.00 - \$395.00	0.00	\$0.00	88.70
Blanchard, Aimee N.	LR	2005	\$250.00 - \$500.00	0.00	\$0.00	275.30
Pellafone, Ricardo P.	LR	2006	\$465.00	0.00	\$0.00	48.90
Perez, M. Angela	CORP	1989	\$475.00	0.00	\$0.00	0.70
Larson, Michelle V.	BFR	1996	\$695.00	0.00	\$0.00	0.90
Eng, Diana M.	LR	2004	\$685.00	.10	\$68.50	0.10
Seymour, Jennifer A.	CORP	2007	\$415.00	0.00	\$0.00	137.90
Meyer, Jill D.	CORP	2009	\$355.00	0.00	\$0.00	30.30
Burton, Casey A.	LR	2008	\$455.00	0.00	\$0.00	11.70
Yarnall, Jessica L.	LR	2008	\$415.00	0.00	\$0.00	32.20
Kotcher, Liani G.	LR	2004	\$315.00 - \$665.00	173.60	\$106,270.50	944.50
Han, Jin Woo	LR	2005	\$630.00	0.00	\$0.00	5.80
Ho, Jill Jane	LR	2005	\$630.00	0.00	\$0.00	0.50
Karl, Jeannie	CORP	2004	\$540.00	0.00	\$0.00	10.20
Maletic, Michael T.	LR	2005	\$500.00	0.00	\$0.00	35.60
Cohen, Harris	LR	2008	\$415.00	0.00	\$0.00	1.00
Powers, Dana K.	LR	2007	\$415.00	0.00	\$0.00	28.90
Tauser, Kian (Frankfurt Office)	TAX	2000	\$630.00	0.00	\$0.00	9.00
Schroeder, Friederike (Frankfurt Office)	CORP	2004	\$355.00 - \$400.00	0.00	\$0.00	99.60
Harmjanz, Jan D. (Frankfurt Office)	CORP	1999	\$520.00	0.00	\$0.00	2.00
Kohl, Michael (Frankfurt Office)	CORP	2002	\$585.00 - \$655.00	0.00	\$0.00	153.30
						\$94,679.00

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Buchwaldt, Konrad Von (Frankfurt Office)	CORP	2000	\$485.00 - \$525.00	0.00	\$0.00	38.00
Neugebauer, Christian Timm (Frankfurt Office)	BFR	2004	\$510.00	0.00	\$0.00	0.60
Laengin, Kerstin (Frankfurt Office)	CORP	2005	\$485.00	0.00	\$0.00	1.50
Koch, Eberhard (Frankfurt Office)	LR	2007	\$400.00	0.00	\$0.00	20.40
Brück, Rolf (Frankfurt Office)	CORP	2009	\$350.00	0.00	\$0.00	18.20
Pfeiffer, Mareike (Frankfurt Office)	LR	2007	\$325.00	0.00	\$0.00	0.30
Empting, Tobias (Frankfurt Office)	CORP	2004	\$390.00 - \$420.00	0.00	\$0.00	71.70
Ruegenberg, Guido (Frankfurt Office)	CORP	2001	\$485.00 - \$525.00	0.00	\$0.00	12.80
Krausgrill, Björn (Frankfurt Office)	TAX	2003	\$390.00 - \$420.00	0.00	\$0.00	20.80
David, Jean-Christophe (Paris Office)	BFR	1992	\$650.00 - \$700.00	0.00	\$0.00	8.00
Fabre, Elodie (Paris Office)	BFR	2005	\$655.00	0.00	\$0.00	5.00
Fortin, Isabelle (Paris Office)	LR	1989	\$580.00 - \$630.00	0.00	\$0.00	28.40
Ghilini, Lelia (Paris Office)	CORP	2004	\$690.00	0.00	\$0.00	6.50
Vermeille, Sophie (Paris Office)	CORP	2006	\$485.00 - \$525.00	0.00	\$0.00	11.00
Haye, Pascaline (Paris Office)	BFR	2008	\$275.00 - \$315.00	0.00	\$0.00	72.00
Greifeneder, Stefanie (Munich Office)	LR	2004	\$470.00	0.00	\$0.00	10.30
Speake, Alicia L. (London Office)	CORP	2007	\$495.00 - \$595.00	0.00	\$0.00	20.40
O'Connell, Dean W. (London Office)	LR	2006	\$560.00	0.00	\$0.00	19.80

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
ASSOCIATES::						
Nerwal, Mavnick B. (London Office)	TAX	2008	\$440.00 - \$470.00	0.00	\$0.00	25.90
Walker, Oliver D. (London Office)	TAX	2004	\$715.00	0.00	\$0.00	3.30
Fassam, Jae (London Office)	TAX	2006	\$560.00 - \$660.00	0.00	\$0.00	2.70
Deshpande, Pia A. (London Office)	CORP	2003	\$765.00	0.00	\$0.00	0.50
Smith, Jeremy (London Office)	CORP	2008	\$440.00 - \$470.00	0.00	\$0.00	87.20
Jackson, Edward N. (London Office)	CORP	2003	\$720.00	0.00	\$0.00	5.80
White, Sean (London Office)	CORP	2006	\$620.00 - \$660.00	0.00	\$0.00	81.70
Pau, Lauren	CORP	2004	\$675.00	0.00	\$0.00	9.10
House, Maxine (London Office)	CORP	2009	\$280.00 - \$470.00	0.00	\$0.00	46.60
Bailhache, Geoffrey WJ. (London Office)	CORP	2005	\$620.00 - \$660.00	0.00	\$0.00	57.90
Fabre, Jerome (Paris Office)	LR	2002	\$650.00	0.00	\$0.00	6.80
Hewitt, Penelope (London Office)	CORP	2007	\$495.00 - \$530.00	0.00	\$0.00	88.10
Pyzik, Magdalena (Warsaw Office)	CORP	2009	\$335.00	0.00	\$0.00	1.00
Stappmanns, Markus Munich Office)	CORP	2009	\$335.00	.70	\$234.50	.70
Lánchidi, István (Budapest Office)	CORP	1998	\$430.00	0.00	\$0.00	9.00
Jojart, Biborka (Budapest Office)	CORP	2006	\$260.00	0.00	\$0.00	0.50
Total Associates:				9,679.50	\$5,376,077.75	49,411.20
						\$25,127,392.25

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
LAW CLERKS						
Friedman, Jill M	SA – N/A	\$250.00	0.00	\$0.00	32.50	\$8,125.00
Bryk, Jordan	SA – N/A	\$250.00	0.00	\$0.00	53.10	\$13,275.00
Diaz, Ondrej Staviscak	SA – N/A	\$250.00	0.00	\$0.00	114.40	\$28,600.00
Gordon, Arielle	SA – N/A	\$250.00	0.00	\$0.00	29.30	\$7,325.00
Harp, Katherine	SA – N/A	\$250.00	0.00	\$0.00	31.90	\$7,975.00
Jacobson, Daniel	SA – N/A	\$250.00	0.00	\$0.00	43.90	\$10,975.00
Jia, Joanna	SA – N/A	\$250.00	0.00	\$0.00	11.50	\$2,875.00
Kyriacou, Stephen	SA – N/A	\$250.00	0.00	\$0.00	15.20	\$3,800.00
Lavine, Adam	SA – N/A	\$250.00	0.00	\$0.00	107.90	\$26,975.00
Linden, Christopher G.	SA – N/A	\$250.00	0.00	\$0.00	184.90	\$46,225.00
Martin, Daniel J.	SA – N/A	\$250.00	0.00	\$0.00	28.20	\$7,050.00
Pedone, Joanne	SA – N/A	\$250.00	0.00	\$0.00	10.40	\$2,600.00
Pierson, Lauren	SA – N/A	\$250.00	0.00	\$0.00	37.70	\$9,425.00
Rosenstock, Marisa B.	SA – N/A	\$250.00	0.00	\$0.00	18.90	\$4,725.00

¹¹ BFR- Business Finance & Restructuring, CORP – Corporate, LR – Litigation/Regulatory, TAX – Tax, S – Securitisation, LS – Litigation Support, * Not yet admitted to the bar.

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
LAW CLERKS							
Silverman, Cliff	SA – N/A	\$250.00	0.00	\$0.00	26.80	\$6,700.00	
Simpson, Britt	SA – N/A	\$250.00	0.00	\$0.00	14.50	\$3,625.00	
Total Summer Associates:			0.00	\$0.00	761.10	\$190,275.00	

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
LAW CLERKS							
Rosen, Chelsea	BFR	N/A	\$225.00	0.00	\$0.00	255.50	\$57,487.50
Carter, William J.(London Office)	BFR	N/A	\$280.00	0.00	\$0.00	11.90	\$3,332.00
Szoke, Judit (Budapest Office)	CORP	N/A	\$195.00	0.00	\$0.00	31.40	\$6,123.00
de Maussion, Jean-Baptiste (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	7.00	\$1,225.00
Klemm, Mira (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	62.70	\$10,972.50

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
LAW CLERKS						
Hannotin, Gabriel (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	31.00
Menez, Benoit (Paris Office)	BFR	N/A	\$175.00	0.00	\$0.00	32.00
Scetbon, Benjamin (Paris Office)	BFR	N/A	\$180.00	0.00	\$0.00	10.00
Brogi, Alice (Paris Office)	BFR	N/A	\$180.00	0.00	\$0.00	111.50
Robineau, Marie (Paris Office)	LR	N/A	\$180.00	0.00	\$0.00	4.20
Rapp, Alexis (Paris Office)	LR	N/A	\$180.00	0.00	\$0.00	21.50
Wirtz, Sandy (Paris Office)	CORP	N/A	\$180.00	0.00	\$0.00	4.20
Levy, Victor (Paris Office)	BFR	N/A	\$180.00	0.00	\$0.00	48.20
Estellon, Erling (Paris Office)	LR	N/A	\$180.00	0.00	\$0.00	3.00
Ferguson, Daniel	CORP	N/A	\$180.00	4.90	\$882.00	4.90
Szymczak, Alexandra (Warsaw Office)	CORP	N/A	\$145.00-\$155.00	0.00	\$0.00	24.10
Neskovic, Luwisha	CORP	1993	\$265.00-\$280.00	0.00	\$0.00	59.30
Hasek, Alexander	CORP	1993	\$280.00			31.50
Total Law Clerks:				4.90	\$882.00	753.90
						\$155,955.00

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Lee, Kathleen	BFR – N/A	\$245.00 - \$275.00	83.60	\$15,881.25	577.90	\$137,910.00
Fuller, Deidre E.	LR – N/A	\$230.00 - \$260.00	55.50	\$14,430.00	135.30	\$34,524.00
Jones, Peggy	CORP – N/A	\$230.00 - \$260.00	387.30	\$100,698.00	784.90	\$193,673.00
Burns, Jo N.	LR – N/A	\$280.00 - \$260.00	5.80	\$1,508.00	86.80	\$21,938.00
Cade, Nancy P.	LR – N/A	\$210.00 - \$250.00	71.00	\$17,750.00	269.00	\$66,798.00
Flinn, Deborah C.	LR – N/A	\$210.00 - \$240.00	26.10	\$6,264.00	83.50	\$19,017.00
Hsu, Joseph	CORP – N/A	\$190.00	7.40	\$1,406.00	7.40	\$1,406.00
Roberts, Sarah B.	BFR – N/A	\$230.00	766.60	\$152,524.50	1,407.80	\$277,207.50
Aliseo, Nicole K.	BFR – N/A	\$210.00	60.30	\$9,408.00	271.60	\$45,815.50
Chettri, Anupama	LR – N/A	\$180.00 - \$200.00	35.50	\$7,100.00	77.90	\$15,362.00
Potter, Lougran	LR – N/A	\$180.00 - \$200.00	37.60	\$7,520.00	111.90	\$21,570.00
Mehta, Mona V.	LR – N/A	\$160.00 - \$180.00	0.00	\$0.00	295.10	\$49,498.00
Bailey, Gregory	Managing Clerk - N/A	\$170.00	19.80	\$3,366.00	120.10	\$20,417.00
Burdette, Leslie A.	Managing Clerk - N/A	\$140.00	1.20	\$168.00	207.20	\$29,008.00

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Bennett, Victoria A.	LR – N/A	\$195.00 - \$215.00	68.40	\$14,706.00	176.80	\$37,522.00
Stewart, LaSonya R.	LR – N/A	\$160.00 - \$180.00	305.30	\$54,954.00	566.50	\$101,468.00
Wilmer, Andrea	BFR – N/A	\$160.00 - \$180.00	21.50	\$3,780.00	158.50	\$24,860.00
Amponsah, Duke	BFR – N/A	\$180.00 - \$200.00	4.00	\$800.00	18.50	\$3,496.00
Irvine, Barry John (Budapest Office)	CORP – N/A	\$150.00	0.00	\$0.00	3.90	\$585.00
Dixon, Timothy Manners	CORP – N/A	\$150.00	0.00	\$0.00	6.20	\$930.00
Käppler, Markus (Frankfurt Office)	CORP – N/A	\$155.00 - \$170.00	0.00	\$0.00	7.50	\$1,222.50
Fan, Dannan	LS – N/A	\$180.00	.20	\$36.00	2.70	\$486.00
Fleming, Bryan C.	LR – N/A	\$180.00	0.00	\$0.00	8.60	\$1,548.00
Prado Filho, Jose Luiz	LR – N/A	\$160.00	0.00	\$0.00	13.30	\$2,128.00
Oh, Doe Y.	CORP – N/A	\$195.00 - \$215.00	134.70	\$28,960.50	408.60	\$82,529.00
Joffrion, Karen A	CORP – N/A	\$210.00	0.00	\$0.00	6.90	\$1,449.00
Melson, Elizabeth E.	LR – N/A	\$225.00	54.50	\$12,262.50	109.70	\$24,682.50
Kerley, Peggy N.	LR – N/A	\$210.00 - \$250.00	0.00	\$0.00	314.60	\$67,775.00
Collier, Amanda B.	CORP – N/A	\$160.00	0.00	\$0.00	17.60	\$2,816.00

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			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Bartram, Lyle S.	BFR – N/A	\$230.00	.20	\$46.00	2.30	\$529.00
Quinn, Gayle	CORP – N/A	\$210.00	0.00	\$0.00	24.30	\$5,103.00
Frayle, Barbara	CORP – N/A	\$210.00	0.00	\$0.00	9.90	\$2,079.00
Sawyer, Jayme R	LR – N/A	\$200.00	0.00	\$0.00	1.60	\$320.00
Suthar, Anh Nguyen	LR – N/A	\$200.00 - \$225.00	0.00	\$0.00	12.00	\$2,650.00
Burke, Catherine D.	LR – N/A	\$160.00	0.00	\$0.00	3.60	\$576.00
Kimmel, Gregory	LR – N/A	\$210.00 - \$240.00	0.00	\$0.00	5.00	\$1,110.00
Walker, Christopher L.	LR – N/A	\$180.00	0.00	\$0.00	3.80	\$684.00
Leonard, Sarah A.	LR – N/A	\$180.00 - \$200.00	0.00	\$0.00	4.70	\$920.00
Rodriguez, Ilusion	BFR – N/A	\$180.00 - \$200.00	0.00	\$0.00	1,553.90	\$287,902.00
Stauble, Christopher A.	BFR – N/A	\$245.00 - \$275.00	.30	\$82.50	63.50	\$15,686.50
Etienne, Donald	BFR – N/A	\$160.00 - \$180.00	5.70	\$1,026.00	107.90	\$17,357.00
Matiteyahu, Gillad	BFR – N/A	\$160.00 - \$215.00	0.00	\$0.00	5.20	\$925.50
Hoilett, Leason	LR – N/A	\$230.00	0.00	\$0.00	9.40	\$2,162.00
Mukendi, Julie B.	LR – N/A	\$200.00	0.00	\$0.00	12.50	\$2,500.00
Gordon, William H.	LR – N/A	\$195.00 - \$215.00	5.90	\$1,268.50	94.10	\$18,467.50

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			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Maravilla, Mel C.	CORP – N/A	\$200.00 - \$250.00	78.20	\$19,550.00	262.20	\$60,077.50
Jackson, Michael	LR – N/A	\$200.00	0.00	\$0.00	6.20	\$1,240.00
Lynch, Michael R.	CORP – N/A	\$160.00 - \$180.00	0.00	\$0.00	14.80	\$2,378.00
Koul, Yashomati B.	BFR – N/A	\$180.00	0.00	\$0.00	30.30	\$5,454.00
Ellsworth, John A.	CORP – N/A	\$230.00 - \$260.00	0.00	\$0.00	204.20	\$47,371.00
Park, Jiwon	LR – N/A	\$160.00	0.00	\$0.00	14.60	\$2,336.00
Shrestha, Christine	CORP – N/A	\$245.00 - \$275.00	4.30	\$1,182.50	185.50	\$48,219.50
Castillero, Francene S.	LR – N/A	\$170.00 - \$190.00	0.00	\$0.00	59.40	\$10,171.50
Joseph, Christine	LR – N/A	\$170.00	0.00	\$0.00	19.00	\$3,230.00
Rudman, Inna	CORP – N/A	\$170.00	0.00	\$0.00	4.60	\$782.00
Reid, Tashan Q.	CORP – N/A	\$195.00 - \$215.00	0.00	\$0.00	80.40	\$15,750.00
Inglis, Suzanne	LR – N/A	\$245.00	0.00	\$0.00	25.60	\$6,272.00
Shiroma, Lance Y.	CORP – N/A	\$230.00	0.00	\$0.00	66.90	\$15,387.00
Chan, Herbert	LR – N/A	\$195.00 - \$215.00	0.00	\$0.00	151.00	\$29,629.00
Perkari, Harish	CORP – N/A	\$170.00 - \$190.00	0.00	\$0.00	289.80	\$50,080.00
Steigerwald, Katharine L.	CORP – N/A	\$160.00	0.00	\$0.00	12.60	\$2,016.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹³ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Van Kampen, Allison L.	LR – N/A	\$160.00	0.00	\$0.00	4.20	\$672.00
O'Connor, Colin	CORP – N/A	\$230.00 - \$260.00	0.00	\$0.00	12.70	\$3,002.00
Moffitt, Andrea Nicole	CORP – N/A	\$170.00	0.00	\$0.00	165.60	\$28,152.00
Chung, Candace	CORP – N/A	\$160.00	0.00	\$0.00	13.20	\$2,112.00
Choi, Jessica	LR – N/A	\$160.00	0.00	\$0.00	50.40	\$7,424.00
Marquez, Francheska	CORP – N/A	\$200.00 - \$225.00	0.00	\$0.00	41.90	\$8,630.00
Oliva, Angela	LR – N/A	\$210.00 - \$240.00	.80	\$192.00	2.80	\$612.00
Chan, Bill Kam	CORP – N/A	\$180.00	0.00	\$0.00	47.50	\$8,550.00
Petropoulos, Christine	LR – N/A	\$245.00	0.00	\$0.00	19.70	\$4,826.50
Morrissey, Halley C.	LR – N/A	\$160.00	0.00	\$0.00	7.80	\$1,248.00
Hausman, Jeffrie	LR – N/A	\$230.00 - \$260.00	0.00	\$0.00	506.20	\$114,211.00
Ventura, Carol	LR – N/A	\$160.00	0.00	\$0.00	61.90	\$9,904.00
Adler, Jonathan H.	CORP – N/A	\$160.00	0.00	\$0.00	23.20	\$3,712.00
Werner, Zach M	LR – N/A	\$160.00	0.00	\$0.00	6.70	\$1,072.00
Swaney, Nicole	LR – N/A	\$160.00	0.00	\$0.00	13.40	\$2,144.00
Grossman, Genna D.	CORP – N/A	\$160.00	0.00	\$0.00	29.70	\$4,752.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹³ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Tily, Michael T.	CORP – N/A	\$160.00	0.00	\$0.00	56.80	\$9,088.00
Mitrayon, Michael	LR – N/A	\$160.00	0.00	\$0.00	27.70	\$4,432.00
Viola, Matthew	CORP – N/A	\$245.00 - \$275.00	5.00	\$1,375.00	46.40	\$11,734.00
Schell, Peter	CORP – N/A	\$205.00 - \$225.00	27.80	\$6,255.00	530.00	\$112,588.00
Prindle, Kaitlin C	BFR – N/A	\$180.00 - \$200.00	0.00	\$0.00	259.10	\$47,690.00
Siebel, Peter A.	BFR – N/A	\$210.00	0.00	\$0.00	238.30	\$50,043.00
Axon, Hillary A.	LR – N/A	\$160.00	0.00	\$0.00	5.60	\$896.00
George, Camille A.	LR – N/A	\$210.00 - \$240.00	0.00	\$0.00	673.00	\$142,974.00
Phillips, Lesley	LR – N/A	\$210.00	0.00	\$0.00	99.10	\$20,811.00
Washington, Yvonne	LR – N/A	\$230.00	0.00	\$0.00	2.20	\$506.00
Kim, Andrew	LR – N/A	\$160.00	0.00	\$0.00	49.90	\$7,984.00
Shapiro, Rachel	BFR – N/A	\$160.00	26.10	\$3,256.00	328.70	\$51,672.00
Schoenfeld, Matthew	BFR – N/A	\$160.00	0.00	\$0.00	117.90	\$18,864.00
Sully, Dawil R.	BFR – N/A	\$95.00	0.00	\$0.00	69.60	\$6,612.00
McCray, Crystal	LR – N/A	\$210.00	0.00	\$0.00	4.50	\$945.00
Mills, Patrick G.	LR – N/A	\$255.00	0.00	\$0.00	29.90	\$7,624.50

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹³ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Total Billed Hours	Total Compensation \$	Total Billed Hours	Total Compensation \$
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Fortune, Shelley J.	LR – N/A	\$180.00	0.00	\$0.00	7.50	\$1,350.00
Guthrie, Christine	CORP – N/A	\$195.00 - \$215.00	0.00	\$0.00	25.50	\$5,092.50
Maurissaint, Walden	LR – N/A	\$170.00	0.00	\$0.00	19.70	\$3,349.00
Schiffman, Stephanie A.	LR – N/A	\$160.00	0.00	\$0.00	16.50	\$2,640.00
Quinn, Timothy F.	LR – N/A	\$160.00	0.00	\$0.00	30.10	\$4,816.00
McGrath, Caitlin M.	LR – N/A	\$160.00	0.00	\$0.00	62.10	\$9,936.00
Condon, Robert	LR – N/A	\$185.00	13.30	\$2,460.50	31.80	\$5,883.00
Payne, Richard A.	LR – N/A	\$185.00	0.00	\$0.00	70.50	\$13,042.50
Badman, John	CORP – N/A	\$160.00	3.20	\$512.00	9.90	\$1,584.00
Ruoss, Andrew	LR – N/A	\$160.00	0.00	\$0.00	0.80	\$128.00
Lyon, Andrew H.	BFR – N/A	\$160.00	3.20	\$512.00	3.20	\$512.00
Ghodasara, Priya K.	BFR – N/A	\$160.00	10.50	\$1,680.00	12.40	\$1,984.00
Decker, Daniel	LR – N/A	\$225.00	24.90	\$5,602.50	24.90	\$5,602.50
Sykes, Jeremy A.	LR – N/A	\$225.00	3.00	675.00	3.00	\$675.00
Grover, Jacob A.	LR – N/A	\$87.50	2.00	\$175.00	2.00	\$175.00
Moezzi, Michelle S.	CORP – N/A	\$260.00	1.90	\$494.00	1.90	\$494.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹³	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Schleicher, Aaron M.	LR – N/A	\$160.00	0.00	\$0.00	3.50	\$560.00
Topaz, Richard H.	CORP – N/A	\$160.00	0.00	\$0.00	39.00	\$6,240.00
Ko, Jae	LR – N/A	\$230.00	0.00	\$0.00	19.20	\$4,416.00
Malkovich, Yovanka	LR – N/A	\$190.00	0.00	\$0.00	187.20	\$35,568.00
Devaney, Sean P.	CORP – N/A	\$180.00	0.00	\$0.00	326.00	\$58,680.00
Cluzel, Antoine	CORP – N/A	\$160.00	0.00	\$0.00	9.50	\$1,520.00
Dhanaraj, Ramesh	BFR – N/A	\$95.00	0.00	\$0.00	24.50	\$2,327.50
Fredrick, Frances	Library – N/A	\$195.00	0.00	\$0.00	3.70	\$721.50
Losick, Merill	Library – N/A	\$195.00	1.10	\$214.50	6.40	\$1,248.00
Pande, Trisha	LR – N/A	\$160.00	4.20	\$672.00	4.20	\$672.00
Pugh, Daniela M.	Library – N/A	\$145.00	.20	\$29.00	0.40	\$58.00
Schwartz, Bonnie Fox	Library – N/A	\$220.00	0.00	\$0.00	1.10	\$242.00
Barahona, Philip	Library – N/A	\$195.00	.20	\$39.00	3.10	\$604.50
Carmant, Marie J.	Library – N/A	\$145.00	.70	\$101.50	7.10	\$1,029.50
Cruz, Luis	Library – N/A	\$135.00	0.00	\$0.00	9.20	\$1,242.00
Hwang, Edith	Library – N/A	\$195.00	0.00	\$0.00	5.00	\$975.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹³	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Pancham, Brenda	Library – N/A	\$100.00	.20	\$20.00	1.00	\$100.00
Greco, Maximiliano	Library – N/A	\$85.00	0.00	\$0.00	8.90	\$756.50
McLaughlin, Daniel F.	Library – N/A	\$195.00	.80	\$156.00	10.10	\$1,969.50
Bettini, Elio	Library – N/A	\$125.00	.60	\$75.00	11.00	\$1,375.00
Espitia, Sadys Rodrigo	Library – N/A	\$195.00	1.70	\$331.50	1.70	\$331.50
Gaudio, Laura A.	Library – N/A	\$145.00	4.50	\$652.50	10.90	\$1,580.50
Prudhomme, Cheryl	Library – N/A	\$75.00	0.00	\$0.00	2.50	\$187.50
Carney, Michael	Library – N/A	\$170.00	0.00	\$0.00	1.30	\$221.00
Bauche, Ellen	Library – N/A	\$155.00 - \$170.00	0.00	\$0.00	2.70	\$436.50
Quarry, Michael	LS – N/A	\$215.00	.30	\$64.50	35.30	\$7,589.50
Dietrich, Michael	LS – N/A	\$95.00	0.00	\$0.00	0.20	\$19.00
Swindells, Christian (Warsaw Office)	Support Staff – N/A	\$95.00 - \$105.00	0.00	\$0.00	1.00	\$99.00
Augustowska, Anna (Warsaw Office)	Support Staff – N/A	\$95.00 - \$105.00	0.00	\$0.00	1.20	\$124.00
Boehmfeldt, Martina (Frankfurt Office)	CORP – N/A	\$190.00	0.00	\$0.00	1.00	\$190.00
Pasion, Luis L.	Managing Clerk – N/A	\$140.00	0.00	\$0.00	57.50	\$8,050.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹³	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – Mach 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Ribaudo, Mark	Managing Clerk – N/A	\$170.00	6.30	\$1,071.00	34.40	\$5,848.00
Lucevic, Almir	Managing Clerk – N/A	\$150.00	1.60	\$240.00	8.20	\$1,230.00
Miller, Ryan A.	Managing Clerk – N/A	\$150.00	22.10	\$3,315.00	22.10	\$3,315.00
Benjamin, Justin	LS – N/A	\$190.00	.50	\$95.00	2.00	\$380..00
Larangeira, Scott	LS – N/A	\$215.00	0.00	\$0.00	3.10	\$666.50
Bollen, MaryAnne	LS – N/A	\$215.00	0.00	\$0.00	8.30	\$1,784.50
Sam, Mili	LS – N/A	\$235.00	0.00	\$0.00	75.40	\$17,719.00
Nudelman, Peter	LS – N/A	\$215.00	0.00	\$0.00	70.30	\$15,114.50
Eng-Bendel, Cheryl	LS – N/A	\$235.00	.80	\$188.00	4.80	\$1,128.00
Martorell, Jorge	LS – N/A	\$260.00	0.00	\$0.00	5.00	\$1,300.00
Bell, Andrew	LS – N/A	\$190.00	0.00	\$0.00	10.30	\$1,957.00
Scopas, George	LS – N/A	\$215.00	0.00	\$0.00	2.00	\$430.00
Haiken, Lauren C.	LS – N/A	\$210.00	0.00	\$0.00	9.00	\$1,890.00
Robin, Artur	LS – N/A	\$215.00	0.00	\$0.00	24.60	\$5,289.00
Romero, Jorge A.	LS – N/A	\$205.00	0.00	\$0.00	2.70	\$553.50
Yoda, Kristine	LS – N/A	\$235.00	0.00	\$0.00	7.00	\$1,645.00

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹³	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
			Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation \$	Total Billed Hours
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:						
Wu, Kim	LS – N/A		\$235.00	0.00	\$0.00	6.50
DeCoteau, Meshawn	LS – N/A		\$235.00	0.00	\$0.00	3.50
Priore, Joann	Fiduciary Accounting		\$220.00	0.00	\$0.00	3.90
Total Paralegals, Clerks, Library Staff and Other Non-Legal Staff:				2,408.40	\$507,131.75	14,563.00
						\$2,902,348.00

Totals:

Professional	Fifth Quarterly Period (October 1, 2010 – March 29, 2011)			Final Compensation Period (June 1, 2009 – March 29, 2011)		
	Blended Rate \$	Total Billed Hours	Total Compensation \$	Blended Rate \$	Total Billed Hours	Total Compensation \$
Partners and Counsels	\$828.34	4,013.70	\$3,324,696.50	\$831.47	20,286.10	\$16,867,323.50
Associates	\$555.41	9,679.50	\$5,376,077.75	\$508.54	49,411.20	\$25,127,392.25
Law Clerks	\$180.00	4.90	\$882.00	\$206.86	753.90	\$155,955.00
Summer Associates		0.00	\$0.00	\$250.00	761.10	\$190,275.00
Paraprofessionals	\$210.57	2,408.40	\$507,131.75	\$199.30	14,563.00	\$2,902,348.00
Attorney Blended Rate	\$635.41			\$602.53		
Grand Total		16,106.50	\$9,208,788.00		85,775.30	\$45,243,293.75

Exhibit C

**Expense Summary by Weil, Gotshal & Manges LLP for the
Fifth Interim Compensation Period of October 1, 2010 Through March 29,
2011 and the Total Compensation Period of June 1, 2009 Through March 29, 2011**

EXPENSES	Fifth Interim Period (October 1, 2010 – March 29, 2011)	Final Compensation Period (June 1, 2009 – March 29, 2011) Amount
Local Transportation	\$ 12,400.65	\$75,403.94
Domestic Travel/Domestic Travel Meals	\$ 39,128.33	\$229,063.98
Meals	\$ 6,484.86	\$41,002.53
Postage	\$ 279.15	\$1,024.26
Telecommunications	\$ 52.33	\$4,827.89
Court Call	\$ 464.00	\$659.00
Facsimile – (Outside)	\$ 508.00	\$2,308.00
Duplicating – Firm	\$ 57,265.75	\$252,374.22
Duplicating – Color Copies	\$ 3,845.00	\$18,145.88
Duplicating – External	\$ 6,164.78	\$77,501.52
Duplicating – External – Court House Printing	\$ 0.00	\$32.00
Air Courier/Express Mail/UPS/Messenger	\$ 10,574.37	\$30,895.47
Computerized Research	\$ 487.85	\$230,614.15
Electronic Research	\$ 105,042.75	\$112,614.70
E-Discovery Services	\$ 22.26	\$9,087.99
Filing Fees	\$ 185.00	\$8,911.92
Court Reporting	\$ 14,134.46	\$73,292.28
Books: Material Used and Prepared for Hearing	\$ 0.00	\$217.02
Other Client Charges- Material Used and Prepared for Hearing (special order supplies)	\$ 0.00	\$40.82
Document Scanning and Coding Material Used and Prepared for Hearing	\$ 0.00	\$104.10
Legal Fees	\$ 1,107.88	\$1,107.88
Translation Fees	\$ 2,898.92	\$7,373.91
Leased Equipment for use during press conference	\$ 0.00	\$3,180.78
Food Service for use during press conference	\$ 0.00	\$149.88
Outside Temps- Paralegals	\$ 0.00	\$3,563.63

EXPENSES	Fifth Interim Period (October 1, 2010 – March 29, 2011)	Final Compensation Period (June 1, 2009 – March 29, 2011) Amount
Other Client Charges:	\$ 22.40	\$9,750.18
Other Client Charges – Moving & Storage	\$ 0.00	\$2,400.25
Legal Notices and Publication	\$ 0.00	\$21,939.28
Outside Document Service Bureau	\$ 8,954.16	\$15,490.37
Edgar Filings	\$ 2,575.00	\$7,250.00
Clipping Service/SEC Watch	\$ 340.00	\$2,805.00
Corporation Services	\$ 0.00	\$187,115.68
Business Meals	\$ 1,066.48	\$5,278.66
Meetings and Conference Meals	\$ 4,372.18	\$92,314.92
Disbursements Paid in Advance	\$ 0.00	-\$152.19
Total Expenses Requested:	\$278,376.56	\$1,527,689.90

Exhibit D

**Compensation by Work Task Code for
Services Rendered by Weil, Gotshal & Manges LLP for the
Fifth Interim Compensation Period of October 1, 2010 Through March 29,
2011, and the Total Compensation Period of June 1, 2009 Through March 29, 2011**

PROJECT CODE	PROJECT DESCRIPTION	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – March 29, 2011)	
		HOURS	AMOUNT	HOURS	AMOUNT
10	Case Administration	101.10	\$24,726.00	3,050.40	\$921,438.00
20	Unsecured Creditors Issues/Meetings/Communications	161.80	\$63,211.50	1,359.30	\$591,508.50
30	Secured Creditors Issues/Meetings/Communications	31.20	\$21,167.00	63.60	\$40,522.50
40	General Case Strategy	323.00	\$203,944.50	1,351.30	\$837,396.50
50	Hearings and Court Matters	827.20	\$387,533.50	2,758.70	\$1,223,868.50
060	Weil Monthly Fee Statement/BSR Review (billed at 1/2 the rate)	377.50	\$57,990.25	3,713.30	\$920,466.50
061	Weil Fee Applications/ Retention	110.10	\$51,664.00	419.80	\$208,316.00
70	Retention/Fee Application: Ordinary Course Professionals	9.50	\$4,324.00	170.90	74,417.00
80	Retention/Fee Application: Other Professionals	86.20	\$38,678.00	1,479.50	\$729,068.00
90	Schedules/Statement of Financial Affairs	1.00	\$515.00	320.60	\$148,859.00
100	U.S. Trustee Issues /Meetings /Communications	9.40	\$5,049.50	224.30	\$115,792.00
110	Corporate Governance	0.00	\$0.00	794.60	\$360,195.50
120	DIP Financing / Cash Collateral	2.90	\$1,882.50	1,863.20	\$960,451.50
130	Exit Financing	.60	\$540.00	1,802.70	\$846,734.00
140	Insurance Issues	38.60	\$27,914.00	678.40	\$458,710.50
150	Employee/ERISA/Benefits Issues	103.90	\$65,390.00	1,308.30	\$784,359.50
160	363 Transaction (MPA, sale of substantially all assets)	142.90	\$84,577.50	14,734.10	\$7,372,385.00
161	Other asset sales	9.20	\$4,887.50	636.00	\$316,012.50
162	Real Property Issues (including 363 and 365)	980.80	\$446,673.50	1,771.30	\$958,416.50
170	365/Executory Contracts/ Leases/ Real Property	229.90	\$129,584.50	3,014.60	\$1,479,895.00
190	Adversary Proceedings	326.60	\$178,222.50	1,245.50	\$660,653.00
200	Claims Objection Litigation	6,988.60	\$3,942,716.00	15,496.20	\$8,650,836.50
210	Bar Date Motion and Claims Reconciliation Issues	0.00	\$0.00	1,167.80	\$604,554.00
220	Automatic Stay	178.80	\$90,586.00	1,333.60	\$619,730.00
230	Business Plan	2.30	\$1,421.50	243.00	\$153,436.00
240	Disclosure Statement/Solicitation/Voting	590.60	\$402,981.00	1,203.80	\$797,251.50
250	Exclusivity	0.00	\$0.00	176.50	\$90,102.00
260	Plan of Reorganization/Plan Confirmation	1,344.00	\$965,542.00	2,567.20	\$1,856,962.00

PROJECT CODE	PROJECT DESCRIPTION	Fifth Interim Period (October 1, 2010 – March 29, 2011)		Final Compensation Period (June 1, 2009 – Mach 29. 2011)	
		HOURS	AMOUNT	HOURS	AMOUNT
270	Tax Issues	105.70	\$83,092.50	1,670.10	\$1,026,326.50
280	Delphi Chapter 11 Case	10.90	\$6,167.50	2,090.20	\$1,241,529.50
290	Customer/Vendor/Supplier/Dealer Issues	3.30	\$1,864.50	702.70	\$379,034.50
300	Utility Issues	10.80	\$6,087.50	275.90	\$121,237.00
310	Reclamation & 503(b)(9) Issues	23.10	\$10,506.50	237.70	\$86,761.50
320	Corporate/Securities	513.80	\$317,174.50	2,370.00	\$1,245,773.00
330	Non-Bankruptcy Litigation	227.00	\$96,876.00	1,498.60	\$596,415.00
340	Non-Working Travel	182.00	\$62,003.75	516.40	\$189,323.25
350	Communication with Client	22.70	\$18,044.50	169.70	\$127,953.50
360	Administrative Claims	190.20	\$96,971.00	497.60	\$248,256.50
380	Europe	55.70	\$39,996.50	2,942.30	\$1,790,351.00
390	Asia Pacific	0.00	\$0.00	4.20	\$3,149.50
400	Mexico	0.00	\$0.00	1.70	\$1,071.00
410	LAAM	0.00	\$0.00	16.00	\$4,121.50
420	Canada	.30	\$154.50	293.80	163,135.00
430	Environmental Issues	1,714.30	\$1,233,834.00	6,913.20	\$4,908,310.50
440	2004 Examinations/Other Investigatory Matters	69.00	\$34,293.00	626.70	\$328,207.50
TOTAL		16,106.50	\$9,208,788.00	85,775.30	\$45,243,293.75